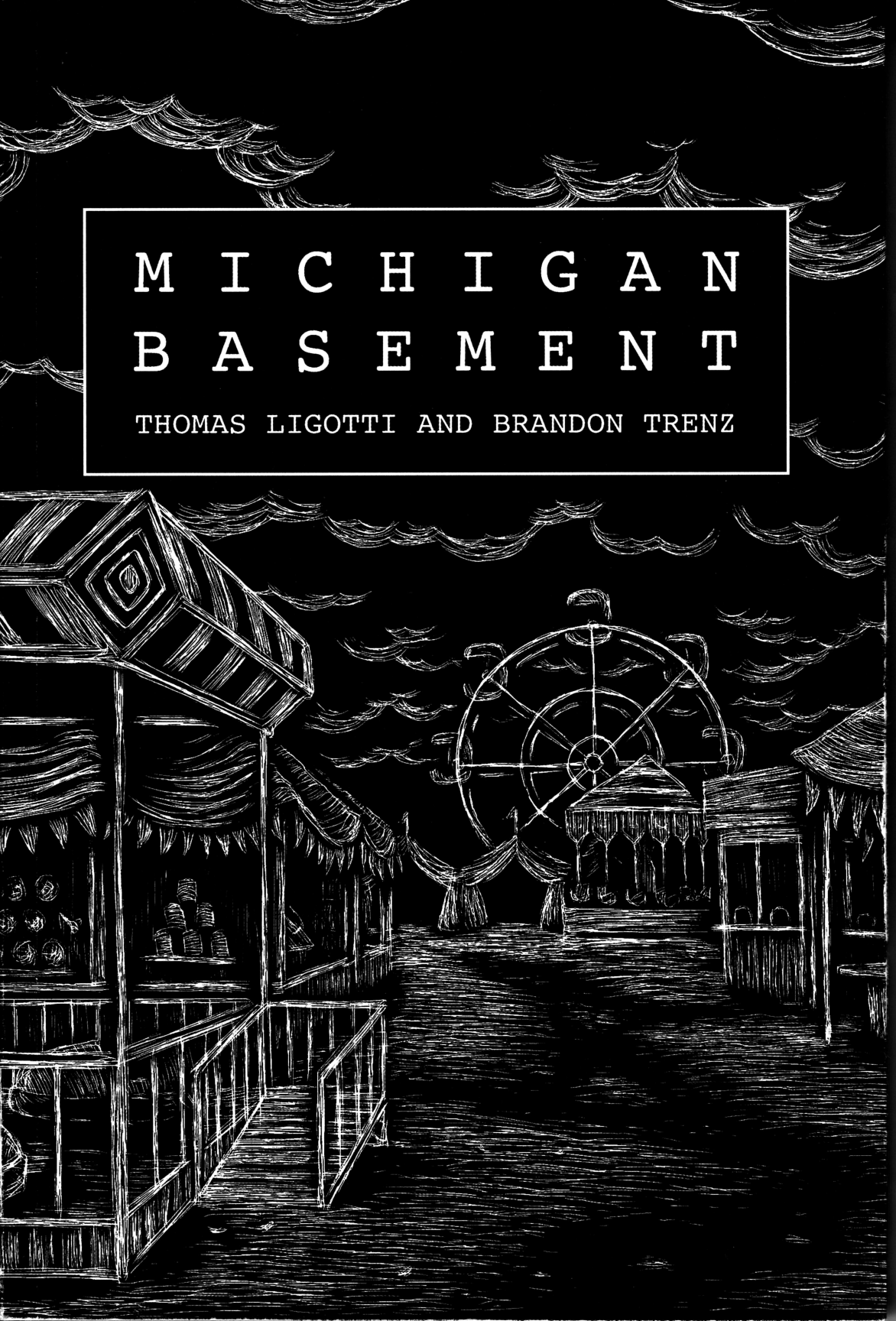
# MICHIGAN BASEMENT

THOMAS LIGOTTI AND BRANDON TRENZ



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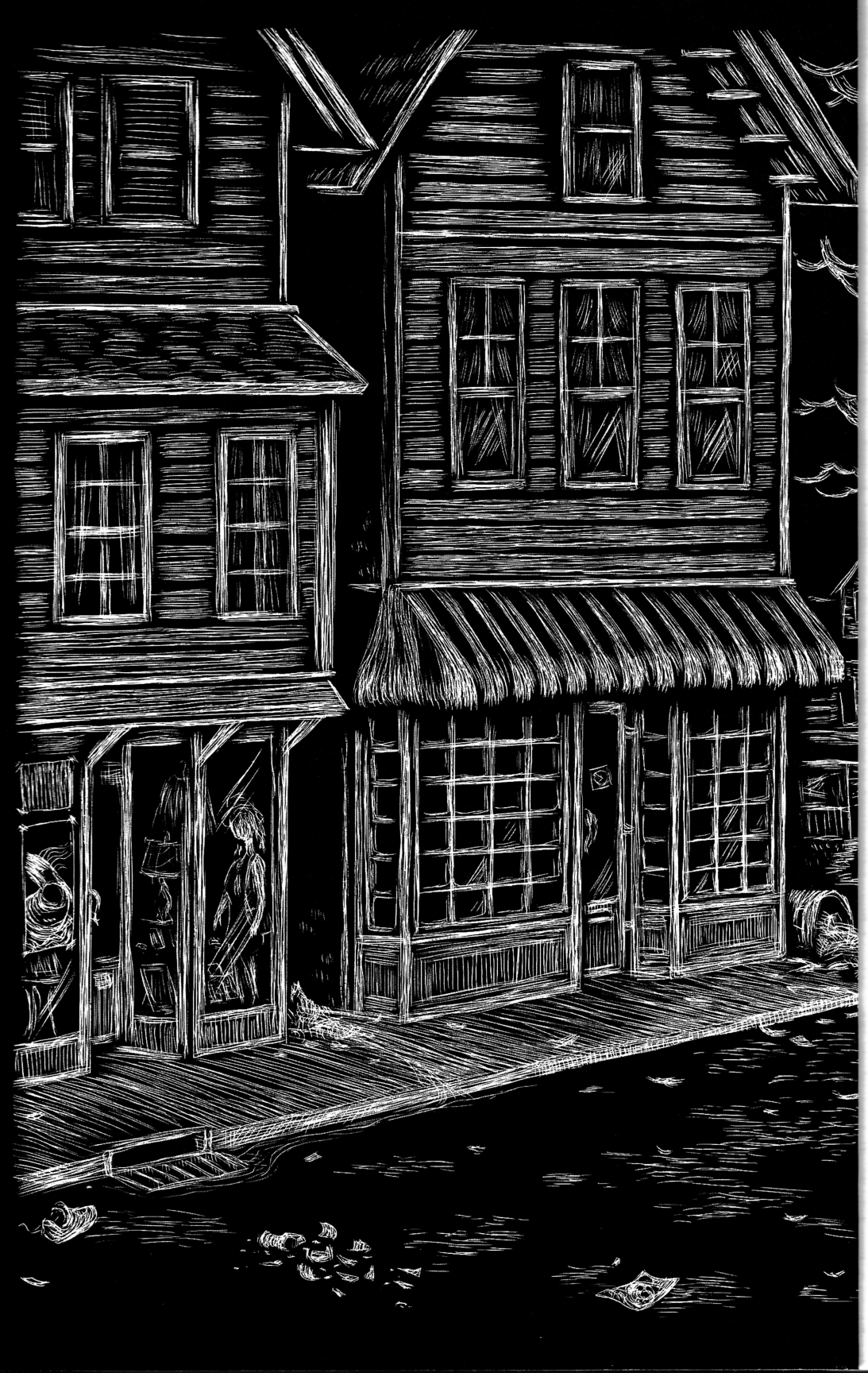

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# B A S E M E N T

by
Thomas Ligotti
and
Brandon Trenz

CHIROPTERA
PRESS

MICHIGAN BASEMENT

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# INTRODUCTION

Let me begin by saying this book probably shouldn't exist.

That may seem like a strange way for someone to introduce a work with their name on the spine. But we're all friends here, right? We may not have been properly introduced, but it's very likely we've met, the journey that led you here having passed through *Crampton* in one of its incarnations—I mean, you didn't discover this book moldering in a box at a rummage sale, or lurking on a take-one-leave-one shelf in some beach rental alongside Danielle Jackson and David Baldacci, right? You've been here before, and you chose to come back.

So, friends it is. Good to see you again.

As a friend, I hope you understand what I mean when I say this book shouldn't exist. I'm not saying it doesn't *deserve* to exist, or that you were foolish to have purchased it, swindled, your literary adventurousness taken advantage of. I'm not saying that at all. I'm just saying that the odds of *Michigan Basement* making it all the way to your hands were pretty slim.

Think about it: first, it had to be written at all, which means an author—or, in

this case, two—had to have an idea, and had to sustain their enthusiasm for that idea, successfully defending it against doubt and fatigue and disagreement and the creativity-annihilating intrusions of everyday life. That any artistic output of any worth ever makes it past "Go" still astounds me, and those who can regularly perform this miracle have my admiration.

Then, it had to withstand what is known as the "screenplay development process," a prophylactic operation designed to protect certain people from losing money (or reputational capital, which in the realm of film development is essentially the same thing). We'll talk about that later.

Finally, after languishing for decades, abandoned and essentially disavowed by its creators, it had to be rediscovered, given a second chance. (Well, fourth chance; again, we'll get to that.) I don't know if you know this, but unproduced screenplays by writers not really known for screenwriting don't typically become books, and certainly not ones designed and crafted as beautifully as this one. They don't typically become anything, in fact, just artifacts taking up space in the authors' filing cabinets ... or, more likely, their Trash folders. Frankly, whatever is the publishing equivalent of Darwinism should have killed this sucker off long, long ago.

But here we are, you and us, drawn together for a moment at least by this unexpectedly hardy little critter. The oddsmakers beaten,

the tumblers lined up, the planets in syzygy. *Michigan Basement* survives.

*****

Like most writing, *Michigan Basement* was born of a combination of naïveté and hubris, a feeling that we, the authors, would succeed where others had failed. Not because we thought ourselves superior to the many, many writers who, despite having worthwhile ideas and undeniable talent, found themselves unable to penetrate Hollywood's defenses. It was because it never occurred to us that our work *wouldn't* get made.

Which, I think you'll agree, is remarkably stupid.

But, hey, we had recently written "Crampton," a spec episode of *The X-Files*, fueled by that same assumption that if we wrote something good (and it *would* be good, of course it would) we'd soon be watching it on our local Fox affiliate. That didn't happen, of course—never even came close. You'd think that experience would have wised us up, or at least made us more realistic about our chances of future success in this particular milieu. In actuality, it probably had the opposite effect: it wasn't that "Crampton" wasn't excellent (we told ourselves), it was that the deck was stacked against us! You see, there was a rumor at the time that the *X-Files* gatekeepers categorically rejected material created by outside writers, which means they hadn't even

allowed themselves to read "Crampton"; if they had, they surely would have been so enraptured that they would have had no choice but to fast-track its production. There was simply no other logical explanation.[1]

So when another opportunity to collaborate on a screenplay arose, Tom and I threw ourselves into it like off-track bettors certain that the *next* trifecta we'd play would come through. Of course it would.

*****

Astute Ligotti readers—a cohort to which I feel confident assuming you belong, or these words wouldn't be staring back at you—will notice more than a passing resemblance between *Michigan Basement* and Tom's short

1 While it is still my understanding that this was true—that the producers did not entertain unsolicited outside material, primarily for legal reasons—I also believe that "Crampton" would most likely have made a pretty divisive *X-Files* episode, and maybe even a bad one. I didn't think that then, but I recognize it now. The average *X-Files* fan would have hated it, for sure. It's just too dissimilar from the usual episode structure, being neither a standalone monster-of-the-week nor a chapter in a greater season/series arc. And its conceit—that all conspiracies are part of a single big conspiracy and that everything we accept as real is just a façade manufactured by faceless entities for unknowable purpose—kind of cuts the legs out of any larger conspiracy narrative Chris Carter and company may have constructed. Aliens? Bees? Why, they're all just sleights of hand in a cosmic con game! Hard to sell ads to 20 million viewers a week under those conditions. Don't get me wrong, I still love "Crampton" and am quite proud of what we came up with, but even if the *X-Files* gatekeepers had let it into the writers' room, I believe it still would never have made it to television.

story, "The Last Feast of Harlequin." So it should come as no surprise that *Michigan Basement* began as an attempt to adapt that story as a feature film.

Sometime in the early aughts, Tom was approached by a film producer to option the film rights to "Last Feast." (This was after the publication of the award-winning *The Nightmare Factory*, so Tom had graduated from ultra-obscure status to merely niche, at least as viewed from outside the orbits of contemporary gothic horror literature.) This particular producer brought with him a promising résumé: he had worked with both David Lynch and Marilyn Manson; he was in the process of importing a Japanese horror franchise called *Ringu*, which would eventually be adapted as *The Ring;* and he was working with E. Elias Merhige, a filmmaker who had made *Shadow of the Vampire* (in which Max Schreck, the actor playing the creature in the classic horror film *Nosferatu,* is imagined to have been an actual vampire) and, before that, *Begotten* (an atmospheric and deeply strange horror experiment), and who was now interested in directing a feature-length adaptation of "Last Feast." When combined, these factors hinted at a project that might have a real chance of producing a film that was both commercially viable and true to the unique weirdness of the source material.

While discussing the option, Tom suggested that he and I be given an opportunity to write

the script for the "Last Feast" feature. After reading "Crampton," the producer let us take a crack at it.[2]

We took three.

*****

Let me digress for just a moment to make something clear: I do not hate *Michigan Basement*.

I say this because, when the idea was first brought up to resurrect this particular piece of writing—not just resurrect it, but make it available to the public and actually charge money for it—my first thought was, "Really? Is that a good idea?" After all, you, the person reading these words, are no ordinary reader. You are a Thomas Ligotti fan, a discerning connoisseur of weird fiction who has cut their teeth on some pretty challenging literature. This isn't meant as flattery, but rather to say that you are exactly the opposite of the audience we had in mind for this work.

See, when we sat down to write the screenplay that eventually became *Michigan Basement*, our intention was to tell a

---

2 Today, more than twenty years later, I am relatively certain that the producer never intended to use whatever script we turned in, and so didn't really care if what we wrote was any good or even if we completed it at all. This may sound like the stereotypical grousing of a screenwriter scorned, and for a long time that's probably all it was, but recent evidence has come to light that gives this theory more credence. And really, who can blame him? We had forty-seven unfilmed pages of well-regarded but commercially unorthodox teleplay to our names—why risk it? Much easier to say, "Sure, go for it, fellas," and get back to the real business of developing the project with the director.

story that would be enjoyable to mainstream filmgoers. (Or mainstream *horror* filmgoers, which isn't exactly mainstream-mainstream, but close enough.) Yes, we were hoping we'd have enough winks to the Ligotti faithful to let them know we were thinking of them, but we also wanted to write something that would be recognizable as a commercial horror movie—darker and more brooding than your basic slasher, maybe, but no less accessible than, say, John Carpenter's *The Thing*. Now, I'm not going to say that Ligotti fans cannot also be fans of mainstream-ish horror films—I know the opposite is true, in fact. But it did initially cross my mind that *Michigan Basement* might not be "Ligotti enough" for *you*, the subset of Ligotti fandom most likely to be reading this right now. You'll ultimately have to judge that for yourselves, but now that I've re-read the screenplay (after having not looked at it in a very long time) I can say truthfully that I do not hate it, and in fact am quite happy with much of it.

But damn, writing it wasn't easy.

*****

For our first draft we began with the assumption that "The Last Feast of Harlequin" was most likely unadaptable: it was too cerebral, with much of the story playing out in the main character's head, in written correspondence, or in wordless observation; the main character himself was not particularly likable, at

least not in a cinematically traditional way; and the ending was just plain weird by movie standards—we couldn't think of another film that ended with a bunch of people, including the protagonist, metamorphosing into giant worms. (Spoilers!)

Is it a bad idea to start the adaptation process by assuming your source material could not be adapted? Maybe. Probably. But we'd been witness to decades of lousy Lovecraft adaptations, and we suspected we might be risking a similar outcome with "Last Feast," it being among the more Lovecrafty Ligotti works. So rather than try to do a proper adaptation and fail, we would give ourselves permission from the get-go to deviate from the short story as necessary. In addition, we had also received a lot of suggestions from our producer—"notes," as they say in the biz—which we felt obligated to do our best to somehow wedge into the script, and which would push us even further from the text of "Last Feast."

The first draft, which was titled *Come, Darkness,* bore little resemblance to "Last Feast" and was, to be honest, not very good. I'd love to place the blame on our attempt to honor the producer's notes, but really the fault was all ours: by accepting the premise that "Last Feast" could not be transposed into a commercial horror screenplay we abandoned much of what makes readers love that story, and what made Merhige want to turn it into a film in the first place. It also meant

that we had to replace all of those things we'd jettisoned with new elements, not all of which fit together very well.

I don't remember now how long it took to write *Come, Darkness*. I want to say two months, give or take. Most of that time went something like this:

1. Spitball for hours
2. Come up with a concept we love
3. Sleep on it
4. Realize the concept won't work
5. Repeat

This creative bipolarism was all-consuming. I don't think an hour went by during the writing of *Come, Darkness* when Tom and I weren't either struggling to will a new idea into existence, or euphoric over having felt we'd finally cracked the story, or panicking as we felt the foundation of our latest take crumbling beneath our feet. We spent a lot of time in conference rooms at the publishing company where we worked, much of it just staring at each other, hoping one of us would experience some kind of epiphany—a concept, a character, even just a phrase—from which we could construct a script.

How many ideas did we conceive and fall madly in love with, only to discard them a day later? Many. *Many.* I wish I could tell you now that there were some winners in there that we could theoretically revisit, maybe even expand into something cool and new,

but that's simply not the case. They wholly deserved their fate.

For all but one of these days we remained friends, and there was a lot of laughing along the way. But I now believe that when it came time to turn *Come, Darkness* in to our producer we did so not because we thought we had successfully adapted "The Last Feast of Harlequin," but because we were just sick of torturing ourselves and needed to be rid of the thing. So it should come as no surprise that what we turned in was not our best work.

We received more notes from our producer (the overall theme of which being something along the lines of, "Really, guys?" which even then we had to admit was justified) and were given additional time to address them. Not relishing the idea of resuming our creative self-flagellation, we tossed *Come, Darkness* out completely and started over, this time with the aim of doing a faithful retelling of "Last Feast" —after all, if avoiding the challenges of the source material didn't work, we might as well embrace them. I have a vague memory of being pretty satisfied with what we wrote, and of being disappointed when the producer informed us that the "Last Feast" project was dead, the director having moved on to another film opportunity and the producer now fully immersed in pre-production on the American version of *The Ring*.[3]

3 I was not able to locate a copy of the *Last Feast of Harlequin* script, though to be fair I didn't look that hard. I'm pretty sure I know which box it's in. *Come, Darkness* may be in there, too. I bring this up because some of you might be

Too invested (-slash-stubborn, -slash-stupid) to know when to quit, we decided to try to salvage what we'd written by preserving the major themes and a number of scenes from the *Last Feast* draft, but distancing it enough from the short story to make it a standalone work; this had the added advantage of keeping the door open for someone—maybe us, maybe not—to do a proper "Last Feast" adaptation one day. We had also struck upon a take that we really liked, a collision of two broad concepts: the idea that the nice part of Skinner (née Mirocaw) was a "put-up job," a diversion from the real goings-on (a theme that inhabits much of Tom's work); and the concept of a "pirate town" whose residents exploited their supernatural neighbors to trap, rob and dispose of travelers (which I believe I came up with, but who really knows). We were also quite amused by the notion that Rekalde had been torn apart by the creatures with the shining eyes, only to be reassembled to act as their agent and indentured servant, something we first explored in *Come, Darkness* (where his flesh was imperfectly combined with that of a secondary character that the creatures had used as "spare parts" to revive Rekalde/Thoss). Apart from a few character names, I believe this was the only thing we retained from that version.

saying, "Hey, I'd like to read those!" I'm not ruling that out; but, at some point, it's probably better for one's reputation, not to mention ego, to keep some things out of the public eye.

In any case, we were enjoying ourselves again.

This third draft, now titled *Michigan Basement,* was sent out to Hollywood studios and production companies one summer morning by Michael Shlain, an agent who had entered the picture during this whole process. How many was it, I'm trying to recall now? Dozens, for sure. Maybe hundreds? So many that we felt confident some level of interest would be generated, possibly even igniting one of those bidding wars that screenwriters dream of.[4]

The script did lead to a handful of "general" meetings with production companies, and while those folks spoke admiringly about the writing in *Michigan Basement* they did not see it as a property they wanted to acquire.

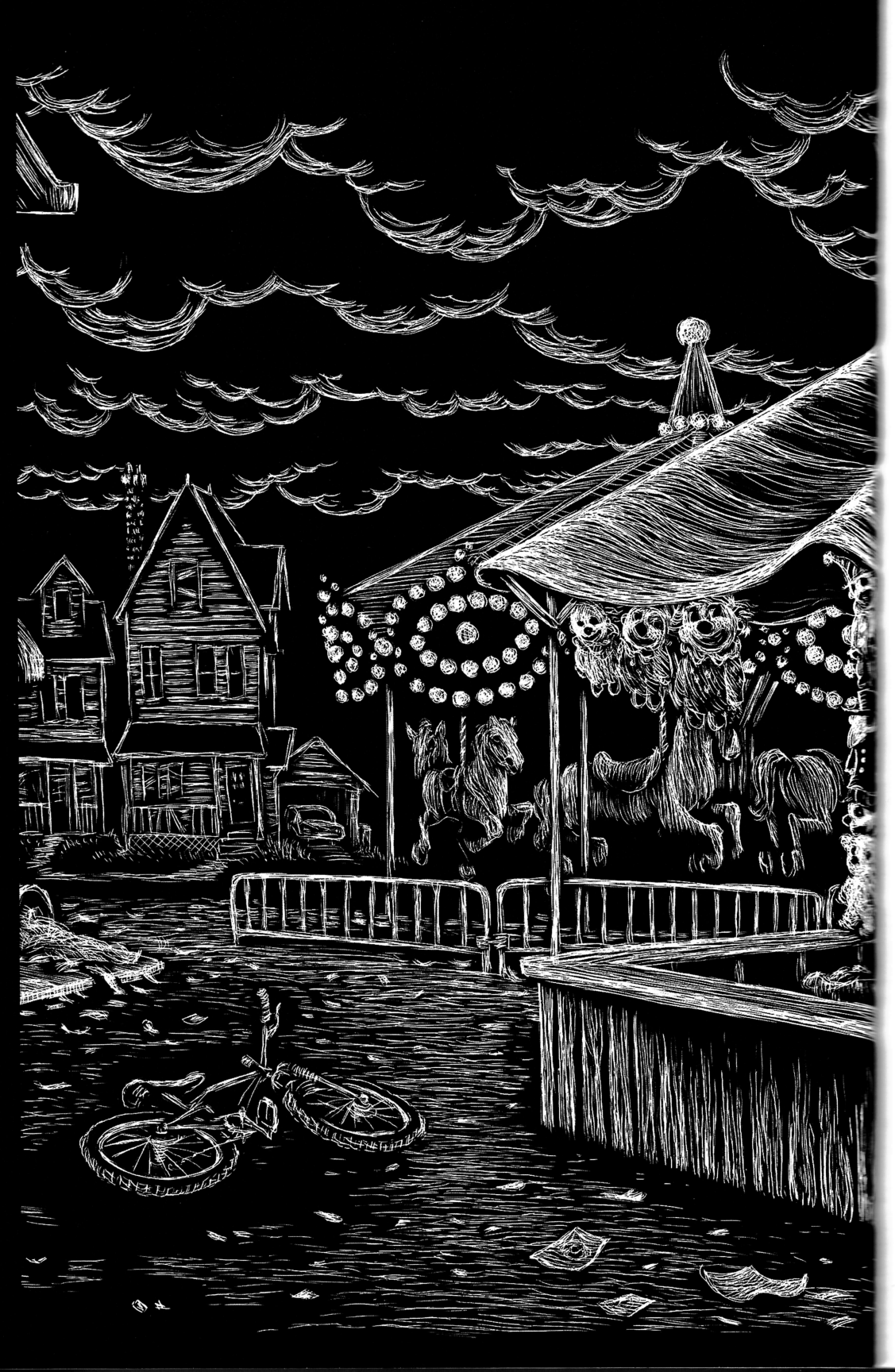
Which should have been it, as it is for so many other screenplays. The end of the line. Yet, here we are.

*****

4 I was vacationing in a small town on the shore of Lake Michigan the day the script was "taken out." The hotel where we were staying did not offer internet service—it was before such a thing was ubiquitous—so I had to walk up to the tiny local library building and use their excruciatingly slow public internet kiosk to monitor the progress over the course of the day. Along that walk, which I made several times, I passed a road sign indicating that my then-current geographic position was 22 miles from the next semi-major town: Empire. The image of that sign stuck with me, and Empire eventually became a setting in the feature-length *Crampton* script ... though that particular version of Empire wasn't located in Michigan, or anywhere else for that matter.

I sincerely hope that you can read *Michigan Basement* in a way that I can't, unencumbered as you are by the memories of its painful creation, troubled adolescence and eventual abandonment. I hope you recognize what we set out to accomplish. We really did think that we, and you, would get to see this story projected onto a movie theater screen; it never once occurred to us that you would be reading it as a screenplay, a format ill-suited to conveying Ligottian themes and evoking the dread weirdness of his vision. You're reading a recipe and picturing the meal—intriguing, but probably not satiating. If we had known then how it would have all played out, we may have taken a very different approach to the text. Or may have not written it at all. (Which means we might not have written the full-length *Crampton,* either, as it was the creative momentum we'd established while writing *Michigan Basement* that propelled us into that project.) Still, I hope that while reading this book you catch a few glimpses of the movie that we saw so clearly in our imaginations. We really wanted you, our friends, to enjoy it. We still do.

Brandon Trenz
February, 2024



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FADE IN:

EXT. RURAL HIGHWAY - NIGHT

A two-lane strip of pavement runs through this heavily wooded area. A thin layer of fresh snow graces the trees and road. The night is quiet and dark--the kind of dark you only get far from the city.

The silence is split by the sound of a CAR ENGINE GUNNING. Headlights shine through the thick woods. Something is coming up the road--fast.

A 1970 MUSTANG bursts screaming into the shot, weaving, barely staying on the road. As it passes, we catch a glimpse of a bumper sticker: "BAD ASS MUSTANG."

INT. MUSTANG

At the wheel, JASON, a young man; in the passenger seat, KELLY, his girlfriend. Kelly is turned all the way around in her seat, watching out the back window. Jason is concentrating on not crashing, hands clamped to the wheel.

EXT. RURAL HIGHWAY - NIGHT

Tires screech as the car takes a sharp curve. Up ahead, the car's headlights reveal--

TOWTRUCK

It is ancient, maybe forty years old, and completely blocks the road.

INT. MUSTANG

Jason sees the truck and stomps on the brake.

EXT. RURAL HIGHWAY - NIGHT

The car's tires lock up and skid on the snowslick asphalt. Momentum twists the car sideways.

INT. MUSTANG

Jason is frozen, knees and elbows locked, hands holding the wheel in a deathgrip. Kelly is SCREAMING.

EXT. RURAL HIGHWAY - NIGHT

The car slides off the road, missing the towtruck by inches. It hits the ditch nose-first. Headlights POP, crumpling metal SHRIEKS. The car rolls, first onto its side, then onto its roof. Finally it slides to a halt.

Except for the faint HISSING of engine coolant leaking onto the forest floor, all is quiet again.

INT. MUSTANG

Kelly is in a heap, bleeding heavily from her nose and forehead. She's conscious, but

barely--her eyes roll slowly, searching for focus. Next to her, Jason is unconscious, suspended upside-down by his seat belt.

Outside, the towtruck's highbeams FLARE TO LIFE. We hear the sound of the truck's doors OPENING AND SLAMMING SHUT, of heavy boots on asphalt.

KELLY
(in a panicked whisper)
Oh, my God.

Half blind from the blood running in her eyes, Kelly fumbles with Jason's seatbelt. It won't give. Outside, a FIGURE steps into the headlight beams. From this angle, only the legs are visible. A SECOND FIGURE joins the first.

KELLY
(starting to cry)
Come on, come on!

Her fingers find the release and the belt comes free. Jason drops out of the seat, landing heavily and GROANING--he's alive.

The heavy boots reach the car. There is the SQUEAL as a crowbar sinks into the car's body and starts forcing open the driver-side door.

KELLY
(shouting)
Help! Help, please, somebody!

The crowbar does its work--the door pops open. Rough hands reach into the car and pull Jason's limp body out.

The other pair of boots appear outside Kelly's door. Another crowbar CRUNCHES between the car body and passenger door. This one opens more easily. In a moment, hands reach in the car and grasp Kelly by the ankles.

KELLY

HELP ME!

She is dragged screaming out of the car.

INT. BASEMENT

A short set of stairs terminate in a low, cramped space with a dirt floor, illuminated by a single light bulb. The door at the top of the stairs opens, and Jason is heaved into the basement. He lands face-down in the dirt and GROANS but does not wake.

From OFFSCREEN we someone struggling, then Kelly is roughly shoved through the door. She stumbles down the stairs and lands on Jason. As she removes a rag that has been shoved in her mouth, the door above closes and the light FLICKS OUT. The room is plunged into darkness.

Kelly crawls off her boyfriend's prone body. Her face is a bloody mess, her hands and knees bruised and torn. She puts her ear

close to Jason's face to listen for signs of life. He's breathing, albeit shallowly.

KELLY
Oh, Jason.

She lays her head on his chest. We begin to hear a strange sound rising from the shadows--a HARSH CHATTERING. Kelly notices it, too, raising her head weakly to look around.

KELLY
Is someone there?

The CHATTERING GETS LOUDER--it is confused, like the mingling of human voices, insect noises, and animal grunts. Kelly searches for the source. Her eyes fix on the shadows in the far corner of the room.

At first the darkness is impenetrable ... then, two pinpoints of silvery light appear--a pair of SHINING EYES.

KELLY
Oh my God....

A second pair of silvery eyes appears in the dark shadows. The CHATTERING gets louder. Kelly snaps. She starts shaking Jason roughly, pounding on his chest.

KELLY
WAKE THE FUCK UP, GODDAMN IT!

Jason is still out. On hands and bloody knees Kelly crawls toward the stairs, climbing them slowly and painfully, each step an exercise in agony. She's crying again, her tears muddy streaks on her blood-smeared face.

She reaches the top, and her hand closes on the knob. It won't turn. She SCREAMS out of sheer frustration and starts pounding her fists against the door.

KELLY
Open the door!

INT. OTHER SIDE OF DOOR

Someone has jammed a chair under the knob on this side to reinforce the door. The door shakes a little as Kelly pounds on it, but it's not going to give.

KELLY (O.S.)
What the fuck is the matter with you people?

INT. BASEMENT

Kelly's pounding gets weaker. She leans against the door.

KELLY
What did we do to you?

We hear something SCRAPING across the dirt. Kelly looks down. In the middle of the

basement, Jason's unconscious form is being dragged headfirst into the shadows. His head and shoulders are already gone, the rest slipping away inch by inch. Two more sets of shining pinpoints stare out of the blackness at Kelly. The CHATTERING is wild and excited.

KELLY

JASON!

In a few seconds he's gone, his heels digging twin grooves in the dirt before disappearing.

Kelly SCREAMS and resumes pounding on the door. She grabs the doorknob with both hands, shaking the door in its frame.

Through the wooden steps by her feet we see a pair of SILVER EYES appear in the shadows under the stairs. Slowly and somewhat awkwardly a pair of long, chalky hands reach through the steps to grasp Kelly's ankles. Her body jerks as her feet are pulled out from under her, but she hangs onto the doorknob.

KELLY

No, please! NO!

INT. OTHER SIDE OF DOOR

For a second the door seems to strain, as if under great pressure.

KELLY (O.S.)

No-o-o-o pleeeee--

With a sound like a gunshot the wood CRACKS, splitting right where the knob goes through the door. The knob pops off and rolls away. The propped-up chair slides down the door and crashes to the floor. The door swings open, revealing only silence and shadows on the other side.

TITLE CARD: SEPTEMBER

EXT. UNIVERSITY OF MICHIGAN CAMPUS - DAY

The campus of the University of Michigan is bustling with students on their way to their first day of class.

INT. CLASSROOM

Twenty or so students sit at their desks taking notes. On the blackboard is written, in block letters, ANTHRO 442: THE CULTURE OF FEAR - DR. JEFFREY HALLER; below this, a variety of words, including FOLKLORE, LEGENDS, TOTEMISM, SHAMAN, and JAMES FRAZER--MAGIC.

The instructor, JEFFREY HALLER, a man in his early thirties, addresses the class.

JEFFREY HALLER
Before I let you go, let me ask you all a question: how many people took this class because they heard I show horror movies?

Nobody raises their hand.

JEFFREY HALLER
Nobody? Not one of you took this class because they heard it called "Boo Four-Four-Two"?

A few students LAUGH. A hand goes up tentatively, then another. Soon half the class has their hands raised. We see, sitting in a desk near the back of the room, a woman who looks a few years older than the other students--JEAN SPARSHOTT. She has a yellow mail pouch on the desk before her.

JEFFREY HALLER
That's better. Well, it's true, we will be watching several classic horror films during the semester, including F.W. Murnau's Nosferatu, Robert Wise's The Haunting, Roman Polanski's Rosemary's Baby, and Tobe Hooper's The Texas Chainsaw Massacre.

The students CLAP and CHEER.

JEFFREY HALLER
All right, all right. Before you all run out for popcorn, I'll warn you that this is not a course in monster movies.

JEFFREY HALLER (CONT'D)
We'll be studying these films in the context of ...

He turns and writes the word MYTHOLOGY on the board. A few students GROAN in mock disappointment.

JEFFREY HALLER
The study of mythology forms a major branch of anthropology. What are myths? What purpose do they serve in various cultures? Many myths seem to be universal--they can be found in some form or another throughout all cultures. For example, the American anthropologist Clyde Kluckhohn asserted that all cultures have myths about creatures who can exist in only darkness. Can anyone give me an example of this kind of myth?

A GIRL decked out in full Goth attire--black, black, and more black--raises her hand.

GOTH GIRL
Vampires.

JEFFREY HALLER
Very good. Vampires. Werewolves. Ghosts. Even

aliens fit into this category. Ever hear of anyone who claimed to have been abducted by aliens in broad daylight? No--it's always at night, in darkness. More creatures of the night. Some anthropologists tell us that we invented these mythological creatures in order to rationalize our natural fear of the dark. "Don't go out at night, because Dracula will get you."

Some of the students laugh. Jeffrey looks at his watch.

JEFFREY HALLER
That ought to give you plenty to think about until our next class.

JEFFREY HALLER (CONT'D)
In the meantime, please read the first three chapters in Concepts in Anthropology. (Beat) That's it, you're free.

The students pack away their stuff and begin to pile out of the classroom. Soon, the classroom is empty except for--

JEAN

--who remains seated. Jeffrey packs away some books on his desk and walks over to Jean. She rises.

JEAN SPARSHOTT
(smiling)
"The Texas Chainsaw Massacre?"

JEFFREY HALLER
You teach your classes your way, I'll teach mine my way.

They kiss.

JEFFREY HALLER
I thought I was supposed to come and meet you after your class got out.

JEAN SPARSHOTT
Someone screwed up--put my Intermediate Sociology class in the same room as Intro to Packaging, whatever that is. I just passed out the syllabus and told everyone to come back Thursday.

JEFFREY HALLER
Did you complain to the department secretary?

JEAN SPARSHOTT
Margaret Sloan?
(adopting a whiny voice)
"Miss Sparshott, you have to understand that the beginning of the year is a tough time for everybody, mistakes happen, if you'll just be patient, blah blah blah."

She hands Jeffrey the yellow parcel.

JEAN SPARSHOTT
By the way, I think word of our relationship is getting around. She gave me this to give to you.

JEFFREY HALLER
You mean ... we've been outed?

JEAN SPARSHOTT
I'm afraid so.

Jeffrey opens the parcel. Inside is a--

VIDEOCASSETTE

--and nothing else.

JEFFREY HALLER
Hmm....

JEAN SPARSHOTT
Let's go eat--I'm starving.

Jean starts to walk away. Jeffrey regards the videocassette another moment, then drops it into his bookbag and follows her.

INT. JEFFREY & JEAN'S APARTMENT - THAT NIGHT

A cramped apartment, about the best two untenured college professors can afford. The room is lit only by the flickering bluish glow of the television.

Jeffrey and Jean are on the couch--Jeffrey flipping through channels, Jean asleep. Jeffrey flips past an old, 70s cop show, an infomercial for a "hair removal system," an indistinguishable sitcom--typical late-night fare.

Jeffrey sighs. His eyes wander to the coffee table in front of the couch where his bookbag is sitting. We can just see the--

YELLOW PARCEL

--inside. Carefully, so as not to wake Jean, he gets off the couch and takes the parcel out of the bookbag. He turns it upside-down, letting the videocassette slide out into his hand.

Jeffrey examines the videocassette in the half-light. A strip of masking tape has

been placed over the label, and someone has written "FOR JEFFREY" on the tape in black magic marker. Jeffrey pops the cassette into the VCR, hits play.

The ROOM GOES DARK for a second as the tape starts up, then is lit up again. We can't see the screen, but we hear FOOTSTEPS CRUNCHING DEAD LEAVES, followed by SHOES ON WOODEN STAIRS. Whatever it is on the screen, Jeffrey's mesmerized by it. We hear a STRANGE CHATTERING.

Jean is awakened by this sound. Her eyes flutter, then open wide with horror as she catches sight of the television screen.

JEAN SPARSHOTT
What the hell is this?

EXT. UNIVERSITY CAMPUS

A rainy September day. Jeffrey has his coat pulled up over his head to protect himself from the rain. He walks up the steps of one of the university buildings and enters.

INT. UNIVERSITY HALLWAY

Jeffrey walks down the hall, dripping wet, the yellow parcel in his hand. He stops at a door with "Dr. Brian Mueller" stenciled on the glass; taped below this is a hand-written sign, "All hope renounce, ye lost, who enter here." Jeffrey KNOCKS on the door.

BRIAN MUELLER (O.S.)
Go away!

Jeffrey opens the door.

INT. UNIVERSITY OFFICE

Jeffrey enters an office stacked with books and clutter.

Rock-n-roll posters hang on the walls, alongside several diplomas.

BRIAN MUELLER, a man in his late 30s, is typing away at his computer. A ferret is slung over his shoulder, nibbling popcorn out of his shirt pocket. A bumper sticker affixed to the back of his chair reads "Anthropologists Do It With Culture." On his desk are stacks of back issues of the Michigan Journal of Anthropology.

JEFFREY HALLER
Hey, Brian.

BRIAN MUELLER
(not looking away from the monitor)
Haller. What up?

JEFFREY HALLER
Got a few seconds?

BRIAN MUELLER
I'm right in the middle of

chat, man. This chick in Canada is totally into me.

JEFFREY HALLER
You sure it's a chick?

Brian frowns at the monitor for a second, then shrugs.

BRIAN MUELLER
No. But sometimes you gotta play the odds. So whatever you've got, it had better be more interesting than the possibility of Great Northern Poontang.

By way of reply, Jeffrey holds up the videocassette. Brian looks up--he's interested.

A FEW MINUTES LATER

Brian sticks the cassette in a VCR, then sits back. Jeffrey sits next to him. The ferret is still on Brian's shoulder.

The tape starts, the screen FLASHES with video snow, then:

ON THE VIDEOTAPE

The picture bobs as a HAND-HELD CAMERA walks a path through a rainforest. It is dusk, and the way is lit by a few guttering torches.

We hear the FOOTSTEPS of the camera operator crunching dead leaves.

The CAMERA approaches a boxlike hut on stilts with a thatched roof. The structure looks off-kilter and fragile, the roof leaning to one side, the stilts seemingly too thin to support the hut. A set of dangerous-looking steps lead to an open doorway. We hear CHATTERING coming from inside the hut.

JEFFREY HALLER
Does any of this look familiar?

BRIAN MUELLER
Not yet.

The hand-held camera goes--

INSIDE THE HUT

--where a dozen or so men, women, and children are seated on the floor staring at nothing. They are dark-haired and bronze-skinned, the children naked, the men and women dressed only in dyed cloths wrapped about their loins. The CHATTERING is loud here. A row of tiny skulls dangling from the rafters.

BRIAN MUELLER
Got it! The Mentawai.

JEFFREY HALLER
The who?

BRIAN MUELLER
MON-ta-why. They're an aboriginal tribe that live in the rainforests in Sumatra.
(he points to the screen)
Those are monkey skulls.

In the center of the hut is a man, standing still and staring with dead eyes like a sleepwalker. His body is painted entirely black except for his face, which is painted white with dark blotches around his eyes and mouth, giving him the visage of a dark-eyed ghoul.

BRIAN MUELLER
Now, that's all wrong.
(he points at the screen)
This guy here. He's the Sikeirei. Like a shaman or medicine man. Except that's not their usual get-up. And ordinarily they dance around. This guy's just standing there. And what the hell is that sound--

JEFFREY HALLER
Hold it!

Jeffrey leans over and pauses the tape, freezing the image.

JEFFREY HALLER
There! Right there!

In the background, half out of focus, is an OLD CAUCASIAN MAN wearing wire-rimmed glasses. It's hard to make out his face.

BRIAN MUELLER
Should I recognize him?

JEFFREY HALLER
That's Rekalde.

BRIAN MUELLER
(leaning closer and squinting at the screen)
No way!

UP CLOSE, the man's face is nothing but a smudge.

BRIAN MUELLER
Are you sure? I thought that guy was dead.

JEFFREY HALLER
I'm sure.

BRIAN MUELLER
Wow. Is there any more to this tape?

JEFFREY HALLER
No--it cuts out in a few seconds.

Jeffrey starts the tape again. The old man quickly slips out of the frame as the HAND-HELD CAMERA CONTINUES TO PAN around the room. Then there is the flash of STATIC, and the jungle scene is replaced by a small-town parade. Jeffrey ejects the tape.

BRIAN MUELLER
Who did you say sent you this?

JEFFREY HALLER
I honestly don't know.

BRIAN MUELLER
Here ...
(he hands the ferret to Jeffrey)
... hold on to Angus for me.

Jeffrey accepts the ferret gingerly, holding it away from him. Brian goes over to his desk and pulls an old archive box out from under it. The box is overflowing with papers, which he starts digging through.

BRIAN MUELLER
Someone submitted an article for the journal about a year ago. It was completely unusable, even by my own admittedly liberal editorial standards. I don't remember the title offhand, but it was about the Mentawai, which kind of caught my attention.

JEFFREY HALLER
Why is that?

BRIAN MUELLER
The Mentawai haven't been a real hot topic for about thirty years. Anthropologists pretty much learned what they could, now we just leave them alone. I thought maybe this article had some new perspective or something, but it was just a bunch of nonsensical rambling.

BRIAN MUELLER (CONT'D)
(giving up on the box)
Dammit, I can't find it. It's around here somewhere, but it might take me a couple of days. Can you stand to be kept in suspense for a while?

JEFFREY HALLER
I guess I'll have to.

DISSOLVE TO:

TITLE CARD: OCTOBER

INT. COLLEGE CLASSROOM

Jeffrey is lecturing to his class. It's dark, and a movie screen has been set up, though nothing is being projected onto it yet.

JEFFREY HALLER
In 1993, the National Institute of Mental Health did a study of five hundred children, male and female, between the ages of three and eleven, asking them what scared them. What do you think was the number one response?

MALE STUDENT
The dentist.

JEFFREY HALLER
Please try to remember what class you're in.

FEMALE STUDENT
The boogeyman.

SECOND FEMALE STUDENT
The monster under the bed.

SECOND MALE STUDENT
The dark.

JEFFREY HALLER
All good guesses, but no. The thing that scared these children most was....

He presses a button on a remote. A slide projector goes CLICK-WHIRR-CLICK. The screen fills with the image of A CLOWN--white face,

bright red nose, big painted-on smile. The class laughs.

JEFFREY HALLER
Sure, you laugh now. But according to the study, at least half of you were afraid of clowns when you were kids. And, statistically, ten percent of you still are.

The slide projector starts to cycle through the slides, projecting image after image of different clown faces, some of them photographs, others old drawings and engravings.

JEFFREY HALLER
So, what's so scary about clowns?

MALE STUDENT
The face.

JEFFREY HALLER
What about it?

MALE STUDENT
I don't know. I think they're creepy-looking. There's something wrong about a face that's laughing all the time. It's crazy.

JEFFREY HALLER
Could it be that--even though they were looking at a colorful, smiling face--the children in the study knew that what they saw was a fraud, a deliberate attempt to conceal something behind a grotesquely exaggerated smile? And whatever was hiding behind that smile must be pretty bad, right? Because we don't hide good things behind a happy face. We candycoat the things we couldn't swallow otherwise.

The projector runs out of clown slides, projecting a bright white square that illuminates Jeffrey's face gruesomely.

JEFFREY HALLER
Or, in the language of anthropology, we invent certain myths to cover up the things that we, as a society, don't want to look in the face. (Beat) Could somebody get the lights?

The lights come on.

JEFFREY HALLER
If all of this sounds far-

fetched, don't blame me. I'm paraphrasing a study by an American anthropologist named Rekalde.

Jeffrey writes "REKALDE--CLOWNS" on the blackboard.

JEFFREY HALLER
Anybody still looking for a research topic might want to remember the name.

INT. COLLEGE CLASSROOM, LATER

The class is breaking up, students heading out the door. Brian Mueller enters while Jeffrey is packing his bookbag.

BRIAN MUELLER
Haller. Glad I caught you. I found that Mentawai article.

JEFFREY HALLER
The one you said would take you a couple of days?

BRIAN MUELLER
Hey, you're lucky I found it at all. The author didn't give his name, which is a no-no in the Journal--anonymous submissions are verboten. Not that I would have published this thing anyway.

Brian hands Jeffrey a sheaf of creased papers held together with a paper clip.

BRIAN MUELLER
It's even weirder than I remembered.

BRIAN MUELLER (CONT'D)
Written in this freaky style--like the guy's meds had just kicked in or something.

Jeffrey scans the first page of the--

ARTICLE

The typeface is jagged, as though it had been pounded out on a faulty typewriter. There appear to be no margins or paragraphs--the words go from one edge of the page to the other, filling every inch of available space.

BRIAN MUELLER
Do you think it was written by--

JEFFREY HALLER
I don't know.

The word "REKALDE" hovers behind Jeffrey on the blackboard as he reads.

BRIAN MUELLER
Whatever. That's yours to keep. I don't want it. Good

luck with your videotape--
if you ever make any sense
of it, let me know.

Brian leaves. Jeffrey is still standing there reading the article.

INT. JEFFREY & JEAN'S APARTMENT - NIGHT

Jeffrey is sitting on the couch, reading the Mentawai article and smoking. The video is playing on the television--we hear the sounds of FOOTSTEPS and that strange CHATTERING--though Jeffrey isn't paying a lot of attention to it.

CLOSE ON THE ARTICLE: it's a combination of jumpy typewritten characters and hand-printed words. Large sections are smeared with White-Out or simply struck through in red ink. On some pages, scraps of paper have been taped over whole paragraphs.

JEFFREY HALLER
What a mess.

On the videotape, the Mentawai ceremony is cut off by the flash of static, then is replaced by the small-town parade.

ON THE VIDEO: Clowns walk in front of floats, waving to crowds that line the sidewalk. A banner hangs over the street, with "WINTER FESTIVAL" printed on it in big, friendly letters.

The VIDEO CAMERA PANS back down to the crowd, moving over the people as though looking for something. Finally it stops on an entrance to a dark alley off the main street. There doesn't appear to be anything there but shadows.

Something on the screen catches Jeffrey's eye. He pauses the tape and leans in close to the television screen.

ON THE VIDEO: There, obscured by the graininess of the video and nearly hidden in shadow, is a SPECTRAL FIGURE with a white, ghoulish face, not unlike that of the Mentawai shaman. Its eyes appear to glimmer in the shadows.

Jeffrey stares at this figure for a time. Then he stands and walks to a closet, which he opens. On the floor of the closet, under a pile of shoes, is a large cardboard box. He sweeps the shoes off and opens the box, removing a number of old children's books. The last one he takes out is AN OVERSIZED BOOK with "My Scrapbook" on the cover.

Jeffrey starts walking back to the couch, flipping through the scrapbook. We see a number of pictures drawn in crayon: a farm, a zoo, a Christmas tree. He stops at a page with several vaguely skull-shaped faces with large eyes and crooked mouths. Under the faces, in a child's shaky hand, are the words "Die Nachtwächter."

FLASHBACK:

INT. CHILD'S BEDROOM - NIGHT

The room is dark except for a single window looking out onto the bare branches of trees in the backyard. A light snow is falling. The only sound intruding on this quiet scene is that of BREATHING, each breath SHIVERING as if with great cold ... or fear.

Lying in bed is JEFFREY HALLER, AGE EIGHT. His eyes are wide and fixed upon something before him in the darkness.

JEFFREY'S POV: the corners of Jeffrey's room are lost in deep shadow.

Jeffrey reaches under his pillow and pulls out a small flashlight. He switches it on, producing a feeble yellow illumination. He points the flashlight in the direction of the dark corners. As soon as the light is aimed at those deep shadows, the flashlight flickers and dies. Jeffrey GASPS.

As if in response, something in the shadows seems to move--something too dark, too black to make out.

YOUNG JEFFREY

MOM! MOM!

After a few seconds of shouting JEFFREY'S MOTHER opens the door and turns on the light.

She walks quickly to her son's bedside, and he reaches up to embrace her as she sits down on the bed. He continues sobbing and shaking until his mother comforts him into a relatively calm state. She takes a tissue from the pocket of her bathrobe and wipes away his tears.

YOUNG JEFFREY
I saw them again.

JEFFREY'S MOTHER
It's all right. They can't hurt you.

YOUNG JEFFREY
But the way they look at me.

JEFFREY'S MOTHER
I know, I know. Now where's your flashlight?

Jeffrey holds the flashlight out to his mother.

YOUNG JEFFREY
It didn't work.

Jeffrey's mother thumbs the switch. A bright beam of light leaps from the flashlight. Jeffrey's eyes grow wide again.

YOUNG JEFFREY
It didn't work before.

JEFFREY'S MOTHER
Shh shh shh. It's okay now, Jeffrey. Remember, I thought I saw them too, when I was your age. Pretty soon they'll go away.

YOUNG JEFFREY
Promise?

JEFFREY'S MOTHER
Promise. Did you do the trick I taught you?

YOUNG JEFFREY
No. I was too scared.

JEFFREY'S MOTHER
I know. I got scared too. But your grandpa showed me that trick, and it always helped. He called them "Die Nachtwächter." I told you what that means.

YOUNG JEFFREY
The Nightwatchers.

JEFFREY'S MOTHER
That's right. Your grandpa ... he made me understand that they're only watching over you. You have to trust me, Jeffrey, and believe what I'm telling you. How about it?

YOUNG JEFFREY
Okay, Mom.

JEFFREY'S MOTHER
My little darling.
(She tightly hugs her son.)
Back under the covers.

She tucks Jeffrey in bed and kisses him on the forehead. She walks to the bedroom door and then turns again toward Jeffrey.

JEFFREY'S MOTHER
Remember to do that little trick I taught you. It'll help keep you from being afraid.

YOUNG JEFFREY
I will. Mom?

JEFFREY'S MOTHER
What is it, sweetheart?

YOUNG JEFFREY
Did dad see them when he was a kid?

JEFFREY'S MOTHER
No, sweetheart. That's why we don't tell him about this--he wouldn't understand the way our family does. Now go to sleep.

She switches off the light and closes the door behind her. In the darkness, Jeffrey squeezes his eyes shut and begins speaking in a calm, almost mechanical voice.

YOUNG JEFFREY
Two times one is two ... two times two is four ... two times three is six ... two times four is....

BACK TO:

INT. JEFFREY & JEAN'S APARTMENT

Jeffrey looks from the crayon picture to the spectral figure frozen on the television screen. There's a definite resemblance.

Jeffrey punches a button on the remote and the tape stops. The VCR hums and spits the tape out. He pulls the cassette out of the player and looks at it. He peels off the masking tape label that reads "FOR JEFFREY." Under it is another label; this one reads "WINTER FESTIVAL - SKINNER, MICHIGAN."

EXT. HILL OVERLOOKING SKINNER - DAY

Though the town proper is still a good half-mile away, resting in one of the valleys of this hilly region, from this vantage we get a pretty good view: a single-street downtown surrounded by large, gabled Victorian houses. Something about the buildings seems strange, though. Out of joint.

A car crests the hill and cruises down into Skinner.

EXT. MAIN STREET - DAY

Up close, the cockeyed appearance of the town can be seen as the cumulative effect of numerous architectural oddities and derangements: buildings of dramatically varying height and width, a proliferation of shoddy dormers and skewed additions soaring upwards. The buildings that line Main Street are especially crooked and askew, with the topmost additions seeming to loom precariously over the sidewalks below, as though they might topple over at any second.

Jeffrey drives slowly down Main Street. The street is desolate, nearly empty of pedestrians. The businesses that front the street are typical of tourist towns--a drug store-slash-gift shop, a store advertising regional artwork, a modest hotel--but they're all closed. The only place apparently still in operation is a diner, the Skinner Grille.

EXT. OLD CITY HALL - DAY

Jeffrey climbs the steps of a gray building. A sign in front reads "Community News," with a little board beneath for announcing upcoming events. The board is blank.

At the top of stairs is the building's entrance, a large set of double doors. They

are closed, with a padlocked chain through the handles. Jeffrey, a little surprised, lifts the padlock, then knocks on the heavy wooden doors. Judging by the resounding echo inside, the place could be completely empty.

GROUNDSKEEPER (O.S.)
You need something?

Jeffrey turns around, a guilty look on his face. Standing there is the GROUNDSKEEPER in a dirty gray coverall, a greasy cap turned backwards on his greasy head. He's pulling a medium sized wagon, on which something lumpy is covered by an oilstained tarp.

JEFFREY HALLER
You surprised me.

GROUNDSKEEPER
Why you messin around with my lock?

JEFFREY HALLER
I'm sorry. I'm looking for Rose Pertinen.

GROUNDSKEEPER
You're lookin for Rosie Pertinen.

JEFFREY HALLER
That's right. I called. She said--

GROUNDSKEEPER
She's 'spectin ya?

JEFFREY HALLER
Yes, she is.

GROUNDSKEEPER
Well, you won't find her in there.

JEFFREY HALLER
I was told her office is in the City Hall building.

GROUNDSKEEPER
That's the old City Hall. You want the new City Hall. The old City Hall's closed.

JEFFREY HALLER
I see.

The groundskeeper turns to go.

JEFFREY HALLER
Wait a second--where's the new City Hall?

The groundskeeper regards Jeffrey with contempt.

GROUNDSKEEPER
Son, I'm a busy man.

JEFFREY HALLER
Of course. I didn't mean to imply--

GROUNDSKEEPER
That building over there.

He points. Across Skinner's half-block Town Square is a squat little building.

INT. OLD CITY HALL

POV SHOT: From inside the locked building, someone is watching the exchange between Jeffrey and the groundskeeper. We see Jeffrey thank the man, who takes hold of his wagon and moves along. Jeffrey heads off toward the new City Hall.

INT. NEW CITY HALL

A door with "Activities Director" stenciled on frosted glass.

INT. ROSE PERTINEN'S OFFICE

CU: A bright yellow flyer advertising the "SKINNER WINTER FESTIVAL", with an oversized CLOWN FACE smiling away.

ROSE PERTINEN (O.S.)
I hope you didn't have too long of a drive.

JEFFREY HALLER (O.S.)
A couple hours.

The CAMERA PANS around, revealing a tiny, *cubelike* room. The walls are plastered with posters, flyers, and handbills--advertisements for various Skinner festivals. Every single one of them features a huge, grinning clown face.

ROSE PERTINEN (O.S.)
This is very exciting. I've never been interviewed for a magazine before. What's it called again?

The CAMERA STOPS on ROSE PERTINEN, a woman in her 40s with a stiff beehive hairdo, sitting at a battered old desk. If you could pick only one word to describe Rose, it would be "friendly"; if you could pick two, they would be "unbearably friendly." She never stops smiling. Across the desk sits Jeffrey, with a notebook and pen in hand.

JEFFREY HALLER
<u>The Michigander</u>.

ROSE PERTINEN
That's funny--I've never heard of it. No offense.

JEFFREY HALLER
It's a fairly new endeavor. Each month we hope to

feature one of Michigan's special places. Vacation spots, resort towns, things like that. We also want to spotlight special events, like the cherry festival, or the tulip festival...

ROSE PERTINEN
We have a winter festival.

JEFFREY HALLER
Do you? I'd love to hear about it.

She pulls a folded piece of paper out of a desk drawer.

ROSE PERTINEN
Here's this year's flyer. You might want to include it with the article.

She hands Jeffrey a sheet of paper: "Come to SKINNER'S WINTER FESTIVAL" printed in a circle surrounding, you guessed it, the grinning face of a clown.

JEFFREY HALLER
Very nice. (Beat) It does seems a little strange, though.

ROSE PERTINEN
How's that?

JEFFREY HALLER
Well, when people think of winter, they usually think of, you know, snowmen ... elves ... Santa Claus.

ROSE PERTINEN
Oh, we've got all that, too. But everybody has those things. We wanted our festival to be different. More like a circus, or a carnival. You know how dark and gloomy winter can be--long nights and all that. We wanted something that would take people's minds off those nasty blahs. And that's when it hit me....

She looks at Jeffrey expectantly.

JEFFREY HALLER
Clowns?

ROSE PERTINEN
Exactly! I'll tell you, the kids love them. We get a lot of people with kids. Do you think your article will be published in time for this year's festival? You know what they say: there's no such thing as bad publicity.

JEFFREY HALLER
I'll see what I can do.

EXT. MAIN STREET - DAY

Jeffrey stands outside City Hall holding a cell phone. It is making an annoying BEEP-BEEP-BEEP sound. He shakes the phone, then holds it over his head, tilting it this way and that, as if this will establish some connection. The phone continues BEEP-BEEP-BEEP-ing.

JEFFREY HALLER
No service. Figures.

He flips the phone closed and scans Main Street for some kind of a public phone. Above the entrance of the Skinner Grille is a blue phone sign.

INT. SKINNER GRILLE DINER

An old-fashioned diner with a long chrome-edged counter and a handful of cramped booths. The decor is predominantly white tile, though the tile is a bit on the moldy side. The COOK, a large man in a stained apron and little paper hat, is scraping solidified grease off the grill, his back to the door. Except for an old, UNSHAVEN MAN nursing a cup of coffee at the far end of the counter, the place is empty.

Jeffrey enters and spots the phone booth near the entrance. He steps up to the counter.

JEFFREY HALLER
Excuse me?

The cook doesn't even look around.

JEFFREY HALLER
Excuse me, can I get a little help over here?

Now the cook turns his head, though he continues to scrape away at the grill.

COOK
What do you need?

JEFFREY HALLER
I just need some change for the phone.

COOK
This ain't a bank.

JEFFREY HALLER
Fine. Let me have ...

He looks at a menu on the wall, the kind where the items are listed using little plastic letters, many of which are long gone. There are no prices.

JEFFREY HALLER
... a soda.

COOK
Coke or Pepsi?

JEFFREY HALLER
I don't care. Coke, I guess.

COOK
Coke's out.

JEFFREY HALLER
Pepsi, then.

COOK
Pepsi's out, too.

The man at the end of the counter starts to laugh.

JEFFREY HALLER
You got coffee?

COOK
I always got coffee.

JEFFREY HALLER
A cup of coffee, then?
Please?

The cook sets his spatula down and wipes his hands on his apron.

COOK
You need cream or sugar?

JEFFREY HALLER
No, thanks.

COOK
(smiling)
Good answer.

INT. PHONE BOOTH

Jeffrey is talking to Jean and smoking, a cracked coffee cup resting on a cracked saucer in front of him.

JEFFREY HALLER
I'm telling you, this place is practically a ghost town. Not that I'm surprised. They don't exactly roll out the welcome mat.

He takes a tentative sip from the coffee cup. It's awful. His face pinches, and he has to fight not to spit it out. He sets the coffee cup aside, then takes a drag off his cigarette.

JEAN SPARSHOTT (ON THE PHONE)
Did you find what you were looking for, at least?

Jeffrey looks at Rose Pertinen's flyer, which sits near the phone. He looks at the clown face.

JEFFREY HALLER
Maybe.

JEAN SPARSHOTT (ON THE PHONE)
I don't know what to tell you, hon. Could be some mysteries are better left unsolved.

JEFFREY HALLER
Yeah.
(he flips the flyer over)
Actually, an ambitious anthropologist would have a field day here. This town is a research paper just waiting to happen.

There is a KNOCK on the glass of the phone booth. The cook is standing there looking pissed. He points to the "No Smoking" sign on the wall next to the booth. Jeffrey crushes the cigarette in the saucer, then holds up the butt as if to say "There, happy now?" The cook stalks away.

JEAN SPARSHOTT (ON THE PHONE)
I'll keep that in mind.

Jeffrey looks out the window. Outside, three young boys are fooling around near Jeffrey's car, which is parked in front of the diner.

JEFFREY HALLER
Ah, shit. I've gotta go.

EXT. OUTSIDE DINER - DAY

Three young boys--SAMMY, ALEX, and ELLIOTT--are kneeling near the curb just behind Jeffrey's car. Jeffrey comes out of the diner.

ALEX
Wait--I think I hear somethin.

SAMMY
(seeing Jeffrey)
Shut up!

JEFFREY HALLER
Hey! Get away from my car!

SAMMY
We're not messin with your stupid car.

As Jeffrey gets closer, he sees the boys are kneeling close to a sewer grate set into the street near the curb. Alex seems to be listening for something.

JEFFREY HALLER
Then what are you guys doing?

ELLIOTT
None of your fuckin' beeswax.

JEFFREY HALLER
Maybe you'd be better off playing in the park instead of the street, hm?

SAMMY
Maybe you'd like to blow me, mister.

Sammy gives the car a hard kick, then the three boys tear off down the street.

JEFFREY HALLER
Hey!

He bends down to examine the spot where Sammy kicked his car. There's a dirty shoeprint, but no real damage. He notices the sewer grate again and bends down further.

INT. SEWER, LOOKING OUT

Pitch black but for the parallel lines of daylight between the bars of the sewer grate. Jeffrey's head ENTERS THE FRAME, peering into the sewer. He doesn't see anything.

EXT. OUTSIDE DINER - DAY

Jeffrey unlocks the driver's door and notices a piece of paper stuck under his wiper blade. He takes it and reads it: "Come to SKINNER'S WINTER FESTIVAL," and the picture of a clown ... except someone has drawn over the clown's face in harsh, slashing strokes: the eyes slant into a sinister stare, the mouth is turned into a grim frown. It looks a little like the shadowy figure on the videotape.

He wads the flyer into a ball and pitches it into a nearby trashbin. Then he gets in his car, backs out, and heads up Main Street.

As the car starts up the hill out of Skinner,

the tip of a cane CLICKS against the stones and a pair of black shoes STEP INTO SHOT. The CAMERA PANS UP to take in a TALL MAN wearing a long black coat, his back to the camera. From the sewer we hear a RISING CHATTER.

TITLE CARD: NOVEMBER

INT. JEFFREY & JEAN'S APARTMENT

Jeffrey is sitting on the couch grading papers. OFFSCREEN, we hear a door open and close. Jean shuffles into the room, looking beat. She groans and collapses on the couch next to him.

JEFFREY HALLER
That good, huh?

He adjusts so that her head is resting in his lap.

JEAN SPARSHOTT
I'll be so glad when this semester is over. Is it me, or are freshmen getting stupider every year?

JEFFREY HALLER
I blame television.

JEAN SPARSHOTT
Here's your mail.

She holds out a stack of mail.

JEFFREY HALLER
I'll look at it later.

JEAN SPARSHOTT
No you won't. You'll let it pile up on the table until it spills all over the floor and I pick it up.

JEFFREY HALLER
Fine. Give it here.

Jeffrey takes the mail from Jean and starts to look through it. He stops at a--

POSTCARD

A bright blue clown face, smiling hideously, set against a yellow background. Arcing across the top of the photo in blue letters: "Greetings From Skinner!"

JEFFREY HALLER
Hm.

Jeffrey turns the postcard over. It is blank except for Jeffrey's name and address, which are printed in neat block letters.

JEAN SPARSHOTT
What?

JEFFREY HALLER
No return address.

JEAN SPARSHOTT
(craning her neck to look at the postcard)
Skinner? Wasn't that the town you went to? Maybe they put you on some kind of mailing list or something.

JEFFREY HALLER
Oh, goody.

Jeffrey is about to toss the postcard on the coffee table when something about it catches his eye.

JEFFREY HALLER
Wait a minute....

He gets up and walks to one of the overstuffed homemade bookshelves. He removes a book: Innovative Approaches to Anthropology, by Dr. A. Rekalde. He opens the book and holds it up next to the postcard.

CU ON BOOK: Inscribed on the title page in neat block printing--"For Jeffrey Haller, Best Regards, Rekalde." The handwriting is the same as the address on the postcard, and the two "Jeffrey Haller"s are identical.

JEAN SPARSHOTT
What?

JEFFREY HALLER
It's him.

Jeffrey closes the book and turns it over to look at the author's picture on the back cover. It is of a man standing silhouetted in a bright window, his features completely indiscernible.

JEAN SPARSHOTT
Who?

JEFFREY HALLER
I think it's time you and I had a little talk.

CLOSE UP on the back cover photo.

FLASHBACK:

INT. UNIVERSITY CLASSROOM - TEN YEARS AGO

A class is breaking up, with students gathering their things and filing out the door. At the front of the class is DR. REKALDE, a distinguished looking man wearing wire-rimmed eyeglasses. Standing in front of him is JEFFREY HALLER, AGE TWENTY. He's holding the copy of Innovative Approaches to Anthropology out to Rekalde.

DR. REKALDE
I'm flattered. I don't get many requests to sign my books. What was your name again?

INT. COFFEE HOUSE - NOW

A number of collegiate types are gathered here to do homework or just chat while mainlining caffeine. Jeffrey and Jean sit at a private corner table near the back. The "Greetings from Skinner" postcard sits on the table between them, along with Rekalde's book.

JEFFREY HALLER
And that's when I told him that it was because of him and his books ... especially this one ...
(he taps the book)
... that I had transferred to his college and changed my major to anthropology. I think he was a little surprised to find out he had a groupie.

JEAN SPARSHOTT
Anthropologists just don't pack 'em in like they used to.

JEFFREY HALLER
It wasn't just that. Rekalde's reputation was always highly controversial. Some considered him a crank.

JEAN SPARSHOTT
Maybe there's a good reason for that.

EXT. UNIVERSITY CAMPUS - TEN YEARS AGO

It's raining pretty hard. Jeffrey and Rekalde walk together under umbrellas. Rekalde almost has to shout to be heard over the rain.

DR. REKALDE
The reason is simple.

DR. REKALDE (CONT'D)
People--and that includes anthropologists--like to think that, whatever the troubles of the moment may be, everything will turn out all right in the end. They don't want to hear anything that will undermine their hopes for the future. People tend to get a little gloomy just because some astrophysicist says that the sun is going to blow up in fifty billion years, or whatever it is. News like that undermines their sense of purpose and meaning, however slightly. It makes everything about this world seem less solid, less real. How much more are they going to balk at what I've got to say--that none of it is real and never was, that our whole world, as it

is right now, is just a web of lies.

INT. COFFEE HOUSE - NOW

Jeffrey and Jean.

JEAN SPARSHOTT
"A web of lies"? That doesn't sound like your style.

JEFFREY HALLER
Yeah, well if you think I can get moody now you should have seen me ten years ago. You know how I told you about when I was a kid, the way I was afraid of the dark? I think it left me with kind of a screwed-up perspective, like there was bad stuff out there just waiting to get me. And that totally clicked with what Rekalde was into. Pretty soon I became one of his teaching assistants. We spent a lot of time together--arguing, theorizing, that kind of thing. Strangely enough, it was probably the happiest I'd been in my life up to that point. And that's when it all fell apart.

JEAN SPARSHOTT
What happened?

JEFFREY HALLER
One night when it was just me and Rekalde, I told him about the things I thought I saw when I was a kid, the Nightwatchers. I don't know why. I guess I kind of looked up to him, felt I could confide in him. And out of the blue--

INT. REKALDE'S STUDY - TEN YEARS AGO

Bookshelves line the walls. A fire crackles away in the fireplace. Jeffrey and Rekalde sit across from each other in leather chairs, glasses of brandy in their hands.

DR. REKALDE
What did they look like?

INT. COFFEE SHOP - NOW

Jeffrey and Jean.

JEFFREY HALLER
... he starts firing these questions at me, like he's interrogating me.

INT. REKALDE'S STUDY - TEN YEARS AGO

Rekalde begins to lean toward Jeffrey. A manic fire burns in Rekalde's eyes.

DR. REKALDE
Were there others in your family who saw those things when they were children?

INT. COFFEE HOUSE

Jeffrey and Jean.

JEFFREY HALLER
He wanted to meet my mom.

JEFFREY HALLER (CONT'D)
He was disappointed when I told him that both my parents had died in an accident while they were on vacation while I was still a kid. He wanted more details.

INT. REKALDE'S STUDY

Rekalde is agitated, speaking faster.

DR. REKALDE
Do you remember the name of the town where they were staying when they died?

Jeffrey is too stunned by Rekalde's interrogation to answer.

REKALDE
The town! What was it called?

INT. COFFEE HOUSE - NOW

Jeffrey and Jean.

JEFFREY HALLER
Then he asked me something that really scared me. Something I'd never even told my mom. He asked me if they--the things I saw when I was a kid--if they wanted something.

JEAN SPARSHOTT
And what did you say?

JEFFREY HALLER
I told Rekalde that ... and this was just how I thought about it when I was a child ... it felt like they wanted to be stronger.

INT. REKALDE'S STUDY - TEN YEARS AGO

Rekalde is sitting back in his chair. He appears calmer, though that manic fire still burns in his eyes.

DR. REKALDE
You shouldn't dismiss these things that you saw when

you were young. I would say that you had a kind of gift. Perhaps you should attempt to cultivate that gift ... to see if you can recover its power. You might learn things you never suspected.

INT. COFFEE SHOP - NOW

Jeffrey and Jean.

JEAN SPARSHOTT
What things was he talking about?

JEFFREY HALLER
I didn't want to find out. I mean, it's one thing to seek out people who share your view of the world, kindred spirits, but what Rekalde was suggesting I wanted no part of. I didn't want to relive my childhood nightmares all over again. I knew then the only way to feel normal again was to get as far away from Rekalde as possible. I transferred to a college halfway across the country and that was the last I heard from Rekalde.

JEAN SPARSHOTT
Until now.

JEFFREY HALLER
Right.

JEAN SPARSHOTT
So what does he want from you?

JEFFREY HALLER
I don't know that he wants anything. This could just be his way of saying, "Here I am."

JEAN SPARSHOTT
Jeffrey, please.

JEAN SPARSHOTT (CONT'D)
If he just wanted to say "hi," he would have said something to you when you were in the town. This guy is playing some kind of game with you.

JEFFREY HALLER
I guess I'll find out when I get there.

JEAN SPARSHOTT
What? You're going back?

JEFFREY HALLER
I have to. I didn't realize it myself until I got that videotape, but I've been carrying this emotional baggage around with me for years. I mean, look at me-- I'm teaching a class on the "Culture of Fear." I'm even teaching Rekalde's theories in my classes. Rekalde got under my skin in a way I couldn't admit, even to myself. Come winter break, I'm going to go to Skinner and see if I can get the whole thing out of my system once and for all.

JEAN SPARSHOTT
(after a moment's consideration)
Then I'm going with you.

TITLE CARD: DECEMBER

EXT. RURAL HIGHWAY - DAY

Bare trees and a general air of bleakness herald the onset of winter more clearly than a calendar. The sky is a uniform gray. A worn two-lane strip of pavement cuts through the fallow cornfields. A car zooms past.

INT. CAR

Jeffrey driving, Jean in the passenger's seat.

EXT. RURAL HIGHWAY - DAY

Jeffrey's car passes a lot full of dirty cars on the side of the road. At the front of the lot is a trailer with the sign "AL'S USED CARS AND AUTO AUCTION." A row of beat-up cars are lined along the road, some very old, some new. On the end is a beat-up 1970 Mustang, raised on cement blocks, stripped nearly to its frame. Spraypainted across the side: "BEST OFFER." On the rear bumper is the remains of a bumper sticker, now partly scraped off: "B-D ASS MUS----".

EXT. WOODED ROAD - DAY

Here the road becomes very narrow and twisty as it wends through a thickly wooded area. Jeffrey's car kicks up dead, dry leaves as it passes.

EXT. HILL OVERLOOKING SKINNER - DAY

Jeffrey's car crests the hill and starts the descent into Skinner.

INT. CAR

Jeffrey and Jean.

JEFFREY HALLER
Now, remember, don't expect much. It's not the friendliest place around.

EXT. HILL OVERLOOKING SKINNER - DAY

The car rolls down the hill into town.

INT. CAR

Jeffrey and Jean are looking out the windows at Skinner.

JEFFREY HALLER
I don't believe it.

EXT. MAIN STREET - DAY

Outside the car, Skinner is transformed. The street is gaily decorated for the season, with strings of lights and ropes of silvery garland spiraling up streetlamps. A large banner hangs over Main Street: a pair of grinning clowns and the words "Welcome to Skinner's Winter Festival!"

The once-desolate streets are filled with people--individuals, couples, families. All of the businesses along Main Street are not only open but bustling, with chalkboard street signs advertising discounted merchandise or daily lunch specials, many accompanied by the ubiquitous clown faces.

INT. CAR

Jeffrey and Jean.

JEAN SPARSHOTT
Yes. Very unfriendly.

JEFFREY HALLER
This doesn't even look like the same town.

The car stops at a stop sign. Immediately there is a KNOCK on Jeffrey's window. They both jump, their heads snapping toward the sound. A CLOWN stands just outside the car, painted face leering in the window. It waves a red-gloved hand at them.

EXT. MAIN STREET - DAY

Their car rolls away from the stop sign. The clown continues waving at them as they drive away.

INT. OLD NORTH HOTEL

Built in the 20s, the Old North still possesses some of its original grandeur. Dark wood floors meet dark wood walls. Brass fixtures shine. Old-fashioned gas lamps hiss faintly. A parlor off the lobby offers a crushed velvet couch by a crackling fire.

Behind the registration desk sits SAM BEADLE, the hotel's proprietor. He is making notes

in a large ledger. Behind him, a closed door leads to an office.

Jeffrey and Jean enter the lobby.

SAM BEADLE
Good afternoon. May I help you?

JEFFREY HALLER
Yes. We've got a reservation. Haller.

SAM BEADLE
One moment.

There is a stack of flyers on the desk. Jean picks one of these up.

JEAN SPARSHOTT
(reading)
"Things to Do in Skinner."

JEFFREY HALLER
Sounds like a Rose Pertinen special.

Jeffrey examines a spinning rack that holds free postcards. He turns it a little, then stops.

JEFFREY HALLER
Check this out.

He takes a postcard out of the rack and

shows it to Jean: "Greetings From Skinner," bright blue clown face--the same card Jeffrey received.

SAM BEADLE
(holding out a key)
Here you are, sir. Room 312. How long will you and your wife be staying?

Jeffrey and Jean both smile.

JEFFREY HALLER
Oh, we're not married.

Sam's face goes grim. His fingers close around the dangling key.

SAM BEADLE
Oh, I'm sorry. I'm afraid I can't give you this room.

JEFFREY HALLER
What? Why not?

SAM BEADLE
It only has one bed.

JEFFREY HALLER
You can't be serious.

SAM BEADLE
We have very strict rules here in Skinner.

A family of three enters the lobby--two YUPPIE PARENTS with their TUBBY FOUR-YEAR-OLD BOY. The boy is singing "Now I Know My A-B-C's" at the top of his lungs, though he keeps getting stuck at "L-M-N-O-P" and starting over. The parents, looking a bit frazzled, stand behind Jeffrey and Jean, waiting their turn to check in.

JEFFREY HALLER
I guess we'll take two rooms, then.

SAM BEADLE
We're all booked up, sir. It's the busy season, you know.

JEFFREY HALLER
Well, that's great. That's just fucking perfect.

SERA BEADLE (O.S.)
Is there a problem?

All three--Jeffrey, Jean, and Sam--turn toward SERA BEADLE, a beautiful young woman in her early twenties who has emerged from the office door.

SAM BEADLE
I've got it, sweetheart, it's just--

SERA BEADLE
(looking directly at Jeffrey)
What can I do for you?

For a moment, Jeffrey is captured in Sera's eyes. When he speaks, he is much calmer.

JEFFREY HALLER
There's been a misunderstanding. I only reserved one room, and we're....

SERA BEADLE
Not married? I see.
(to Sam, indicating the waiting family)
Daddy, why don't you help these other people, while I take care of this?

SAM BEADLE
Sera, I can handle--

SERA BEADLE
Daddy, do it.

Sam flinches as though he's been smacked. He steps over to where the family is waiting.

SERA BEADLE
I know it must sound old fashioned, about the room. But Skinner is an old-

fashioned town. It's the reason so many people come here.

JEFFREY HALLER
No, I understand.

Jean looks at Jeffrey like "Excuse me?"

JEFFREY HALLER
I'm just not sure what to do about this. We both need someplace to stay.

SERA BEADLE
I'll tell you what: there's a couple just a few blocks away that used to run a bed and breakfast. I think they've still got a room that they rent out on occasion. If something opens up here, I'll hold it for you. (Beat) That is, if you two don't mind splitting up.

JEFFREY HALLER
(to Jean)
I don't see what choice we have.

Jean's pissed.

JEFFREY HALLER
We'll still spend all day

together. It'll be kind of like when we had separate apartments.

JEAN SPARSHOTT
Fine. Whatever.

Sera jots something down on a slip of paper and hands it to Jeffrey.

SERA BEADLE
Their names are Ruth and Elmer Wincott. Be sure to tell them that I sent you. I'm Sera.

JEFFREY HALLER
Thank you.

SERA BEADLE
(to Jean)
If you're ready, I'll show you to your room.

JEAN SPARSHOTT
Let me get my things out of the car.

She and Jeffrey head out the door, Sera watching them the whole way. They pass the tubby child, who is laying limp on the floor, laughing at his father's attempts to raise him to a standing position. The mother is talking to Sam at the check-in desk. As Jeffrey and Jean exit, Sera finally turns

toward the yuppie couple. Something catches her eye--the jade, dragon-shaped earrings the mother is wearing.

SERA BEADLE
Those are lovely earrings.

YUPPIE MOTHER
Thank you.

EXT. OLD NORTH HOTEL - DAY

Jeffrey slams the trunk shut. He has a canvas overnight bag slung over one shoulder. Jean's bags are at her feet.

JEAN SPARSHOTT
I don't like this.

JEFFREY HALLER
I'm not exactly crazy about it either. But it'll just be for a few nights. That diner is just up the street--let's meet there for dinner. Say, a half hour?

JEAN SPARSHOTT
Twenty minutes.

JEFFREY HALLER
It's a date.

They kiss. Jeffrey marches down the street. Jean watches him for a second before picking up her bag.

INT. OLD NORTH HOTEL

The hallway, which is suffused with honey-gold light from a series of gas lamps. Above closed elevator doors, a long needle tracks the upward travel of the elevator car within. The needle stops at the number 3. A bell DINGS, and the doors slide open, allowing Sera and Jean to step out. Sera is carrying one of Jean's bags.

SERA BEADLE
So, you and your boyfriend are here for the festival.

JEAN SPARSHOTT
Kind of.

SERA BEADLE
Kind of? I don't know what else would bring people to Skinner. There really isn't a whole lot else to the place.

JEAN SPARSHOTT
We've just got some business to take care of.

SERA BEADLE
Ooh, business. Sounds mysterious.

JEAN SPARSHOTT
Trust me, it isn't.

They stop at a door marked "312." Sera slips a key into the lock and opens the door.

SERA BEADLE
All yours.

JEAN SPARSHOTT
Thank you. (Beat) Can I have my bag?

SERA BEADLE
Oh, I'm sorry! Where's my head today?
(she starts to hand Jean the bag, then stops)
Is this Coach?

JEAN SPARSHOTT
Yes.

SERA BEADLE
Must be expensive.

JEAN SPARSHOTT
(curtly)
It was a gift.

Jean reaches over and takes the bag out of Sera's hand. She enters the room, leaving Sera out in the hallway.

SERA BEADLE
(smiling)
Enjoy your stay.

The door closes. Sera's smile instantly disappears. She stares at the door evilly for a few seconds before stalking away.

EXT. MAIN STREET - DAY

Jeffrey is walking along the sidewalk, in good spirits despite the hotel setback. Main Street is busy, with touristy types going in and out of shops holding brown paper bags of various sizes. It seems every third or fourth store on Main Street sells second-hand clothes, jewelry, and antiques.

Further down, the businesses of Main Street give way to Skinner's residential area. Rows of nearly identical one-story bungalows crowd the sidewalk. The best look weathered and neglected; the worst are ready to be condemned.

Jeffrey stops in front of a pretty yellow house with lovely flowers and an inviting porch. The windowshades, though, are tightly drawn. Jeffrey walks up the stairs and knocks on the door. No answer. He double-checks the address on the slip of paper, then knocks again. FOOTSTEPS can be heard from inside. The window blinds split enough for someone to peer out. After a moment, the door opens a few inches. We can just see the face of an OLD WOMAN inside.

WOMAN IN HOUSE
What is it?

JEFFREY HALLER
Hello. I was told you had a room available.

WOMAN IN HOUSE
We don't rent that room out anymore.

A MAN'S VOICE calls out from deeper inside the house.

MAN IN HOUSE (O.S.)
Who's at the door?

WOMAN IN HOUSE
(to man)
Somebody looking to rent the back room.

JEFFREY HALLER
Please, I'm in kind of a bind. My girlfriend is staying at the Old North Hotel, and--

WOMAN IN HOUSE
The hotel?

JEFFREY HALLER
Yes. The young woman ... Sera ... sent me. Said you might be able to put me up tonight.

Inside, HEAVY FOOTSTEPS are approaching.

WOMAN IN HOUSE
(to man)
Nevermind, Elmer!
(to Jeffrey)
I'm sorry, young man, but we don't use that room anymore, not for a long--

The door is suddenly flung open, revealing ELMER WINCOTT. He's huge--at least six-six, two-fifty--and somewhere in his seventies. His wife, RUTH WINCOTT, a tiny woman of about the same age, shrinks behind him. For a few seconds, Elmer stands there as though appraising Jeffrey, who is visibly uncomfortable under Elmer's cold stare.

JEFFREY HALLER
Mr. Wincott?

ELMER WINCOTT
Um-hm.

JEFFREY HALLER
I was, uh, just telling your wife that--

ELMER WINCOTT
Y'say Sera Beadle sent you over?

JEFFREY HALLER
That's right.

ELMER WINCOTT
Um-hm.

Again, that silent stare ... then--

ELMER WINCOTT
Lemme go get yer key.

Elmer disappears into the gloomy house. For a moment, Ruth stands in the doorway, her hands fiddling nervously with the buttons of her sweater, a look of anxious worry on her face.

EXT. BACK OF WINCOTT HOUSE - DAY

The back of the house, though painted in that same friendly yellow, is as ill-maintained as the front is well-kept: the windows are dirty, the paint blistered and peeling, the lawn beyond reclamation. A set of rickety stairs lead up to a door. Another door is set at ground level.

ELMER WINCOTT
Y'got yer own entrance back here. Y'kin come and go as y'please, we don't care one way or t'other 'bout that. Y'can't have no visitors after eight o'clock, 'cept on Saturday.

JEFFREY HALLER
I'll probably only need to stay here tonight.

ELMER WINCOTT
Um-hm.

Elmer begins climbing the stairs.

JEFFREY HALLER
That's a relief. I was afraid you were going to tell me the room was down there.

Jeffrey points to the ground-level door. Elmer stops and gives Jeffrey a funny look.

ELMER WINCOTT
That's just the basement. Old Michigan basement. You know what that is--Michigan basement?

JEFFREY HALLER
Kind of like a cellar, right?

ELMER WINCOTT
Not even. Dirt floor, dirt walls, 'bout yay high.
(he puts his hand at about the level of his chin)
Don't even know why anyone bothered with 'em. Things are nothin but trouble. Only good for puttin stuff ain't got no use for no more.

Elmer unlocks the door at the top of the

stairs. He pulls the knob, but it's jammed shut. He pulls again, harder. No luck.

ELMER WINCOTT
Door sticks some.

JEFFREY HALLER
I see.

Elmer hauls at the door with all his strength. It pops open suddenly, sending chips of curled paint flying. The door hits the stair rail with a BANG that rattles the house's windows.

ELMER WINCOTT
That did it.

INT. WINCOTT'S BACK ROOM

Elmer leads Jeffrey into the small, dark room. He pulls up the shades, revealing a twin bed, a three-drawer dresser with a small mirror, and a nightstand with an ancient lamp. Thick dust swirls in the air.

Elmer opens the door that leads to the attached bathroom and goes inside. We hear WATER RUNNING and the TOILET FLUSHING. He comes back out.

ELMER WINCOTT
Everything works in there.

JEFFREY HALLER
Great. How much?

ELMER WINCOTT
Hm?

JEFFREY HALLER
For the night?

Elmer looks like he hasn't even considered this. He thinks for a second.

ELMER WINCOTT
Thirty dollars.

Jeffrey gets out his wallet and counts off three tens.

JEFFREY HALLER
You know, I've got a friend living in town here. Maybe you know him? Name's Rekalde.

ELMER WINCOTT
Friend, eh? If he's such a good friend, why ain'tcha stayin with him?

JEFFREY HALLER
It's a long story. We haven't spoken in a while. I was hoping to surprise him.

ELMER WINCOTT
Never heard of him.

JEFFREY HALLER
Really?

Jeffrey has yet to hand Elmer the money. For a moment--just a flash, really--a look of burning hate enters Elmer's eyes. Then he smiles, a little too broadly.

ELMER WINCOTT
I know you folks think that, towns like this, everybody knows everybody's business, right? But that ain't it. A town small as Skinner, we learn to respect each other's privacy. Truth is, I don't give a happy fuck 'bout other folks' business, nor them 'bout mine. (Beat) Thirty dollars.

Jeffrey hands him the money.

ELMER WINCOTT
(still with that unnerving smile)
Enjoy your stay.

EXT. SKINNER GRILLE DINER - DAY

Through the window we see that the place is jammed with people. A hand-lettered sign has been placed in the window: "WORLD'S BEST PULLED PORK SANDWICH."

INT. SKINNER GRILLE DINER

Behind the counter, the cook is working

frantically, lining up plates heaping with food. A WAITRESS swoops in to grab two plates and gracefully navigates the crowded room. She sets the two plates down in front of a MIDDLE-AGED COUPLE, who eagerly dig in.

One booth over sit Jeffrey and Jean.

JEAN SPARSHOTT
Yeah, well, you should see my room. No phone. No electrical outlets. And the shower--ick! Don't get me started.

JEFFREY HALLER
I guess these people really take the whole "old fashioned" thing seriously.

JEAN SPARSHOTT
I don't like that Sera girl, either. She was asking me all these questions. And the way she looked at you....

JEFFREY HALLER
What way was that?

JEAN SPARSHOTT
I don't know. But I don't like her. She's a bitch.

JEFFREY HALLER
(laughing)
Come on--she seemed perfectly fine to me. How do you know she's a bitch?

JEAN SPARSHOTT
Women can tell. Trust me.

The waitress stops by their table, a pot of coffee in her hand.

WAITRESS
Your food should be up in a minute. Some coffee?

JEAN SPARSHOTT
Sure.

JEFFREY HALLER
(making a face)
No, thanks.

The waitress pours Jean's coffee and leaves. Jean looks at Jeffrey quizzically.

JEAN SPARSHOTT
What was that?

JEFFREY HALLER
I tried their coffee. I wouldn't exactly recommend it.

Jeffrey looks toward the cook. The cook notices and gives him an exaggerated wink.

JEAN SPARSHOTT
(holding the cup to her nose)
Smells fine to me.

JEFFREY HALLER
Go ahead, then. But I warned you.

Jean hesitantly takes a small sip.

JEAN SPARSHOTT
Hmm.

She takes another sip. Jeffrey is smiling smugly.

JEFFREY HALLER
So?

JEAN SPARSHOTT
It's good.

JEFFREY HALLER
You're kidding.

JEAN SPARSHOTT
No, it's good. Really good.

JEFFREY HALLER
Stop it.

JEAN SPARSHOTT
Here, try it.

She pushes the cup across the table. Jeffrey holds it up and sniffs at it distrustfully. Making a sour face, he reluctantly takes a tiny sip. His sour look changes to wonderment.

JEFFREY HALLER
Wow. This is great.

JEAN SPARSHOTT
(taking back her coffee)
I told you. Now, get your own.

INT. SKINNER GRILLE DINER, LATER

Empty plates are scattered on the table in front of Jean and Jeffrey, who are slouched in their seats in the classic pose of people who have eaten too much.

JEFFREY HALLER
Ugh.

JEAN SPARSHOTT
Me, too.

JEFFREY HALLER
I can't believe how good that food was.

JEAN SPARSHOTT
I haven't had Swiss steak since before my grandmother died. I hate to say it ... but this was better.

(she casts her eyes skyward)
Sorry, gramma.

The waitress appears.

WAITRESS
You folks save room for dessert?

JEFFREY HALLER
Oh, my god.

JEAN SPARSHOTT
You're trying to kill us.

WAITRESS
(laughing)
Here's your check, then. I'll take this up whenever you're ready.

She places the bill face down on the table, along with two green slips of paper.

JEFFREY HALLER
What are those?

WAITRESS
Tickets to the carnival. One free with every meal.

JEAN SPARSHOTT
There's a carnival?

WAITRESS
Oh, yeah. It's just a little one, over in the Town Square, but it's got rides and stuff. Everybody goes.

She walks away. Jean picks up the tickets; "Winter Carnival - ADMIT ONE" is printed on each, along with a smiling clown face.

EXT. CARNIVAL - EVENING

This one-block-square area in the center of town has been transformed into a modest carnival, with a dozen or so rides, a midway featuring games of skill, and a wide assortment of trailers selling overpriced treats. Colored neon lights flash in time with STATICKY CALLIOPE MUSIC pumped through the loudspeakers. And everywhere you look, there are clowns--clowns performing magic tricks, clowns doing pratfalls ... there are even a couple clowns hanging out in the shadows taking a smoke break.

EXT. CARNIVAL ENTRANCE - EVENING

Jean drags Jeffrey to the ticket booth just inside the carnival's gated entrance.

JEAN SPARSHOTT
Move it!

JEFFREY HALLER
Come on, I already feel like I'm going to upchuck.

She hands the two tickets to the TICKET TAKER, then pushes Jeffrey inside the gates.

EXT. CARNIVAL - NIGHT

We follow Jean and Jeffrey as they enjoy the carnival--riding the small ferris wheel, ramming each other in the dodge-em cars, screaming in delight on the giant octopus. We also see the yuppie family from the hotel, their tubby kid stuffing himself with snacks.

Occasionally, in the deep shadows between the trailers and behind the rides, we see pale SPECTRAL FIGURES lurking, watching the tourists. We never get a good look at them, only glimpses of pale, sinister faces.

EXT. CARNIVAL, NEAR A SMALL STAGE - NIGHT

On a small platform stands Rose Pertinen and Skinner's MAYOR, a jolly-looking, slightly overweight man in his fifties. Rose speaks into a microphone while the Mayor uses a long stick to stir a huge glass bowl full of red ticket stubs. A few dozen people are standing around the stage, more or less watching.

ROSE PERTINEN
This one is for second prize, a set of luggage. Come visit us in style next year! Mister Mayor, can I have a number please?

The Mayor reaches an arm into the glass bowl, pulling out a ticket stub. He leans over to speak into the microphone.

MAYOR
The number is three-two-nine-three. Three-two-nine-three is the winning number.

EXT. CARNIVAL, BEHIND THE TRAILERS - NIGHT

In the gaps between the trailers we can see the carnival still going strong despite the late hour; however, here, behind the trailers that face the midway, it is dark, isolated, the flattened grass littered with empty cups and other garbage.

The three kids we saw earlier--Sammy, Alex, and Elliott--come sneaking between the trailers, trying to keep low so as not to be seen. Once through, they pause and call for someone lagging behind.

SAMMY
Hurry up!

ELLIOTT
Yeah, do you wanna see it or not?

BOY'S VOICE (O.S.)
Uh-huh.

ALEX
So come on already!

A YOUNG BOY, blond, maybe nine, steps uncertainly between the trailers. Close behind him is another YOUNG BLOND BOY--his identical twin brother. They look over their shoulders, watching for someone.

SAMMY
Don't worry, you won't get in trouble.

ALEX
Nobody saw us leave.

ELLIOTT
Yeah, nobody.

The twins aren't convinced. They look like they're ready to make a run for it back to the midway.

SAMMY
Wassa matter? You chicken or somethin?

Alex and Elliott laugh. The twins look at each other, come to some unspoken agreement, and shake their heads "no."

SAMMY
Come on, then!

The three older boys head off. After a second's deliberation, the twins follow.

EXT. BACKYARDS - NIGHT

Sammy, Alex, and Elliott lead the twins away from the town square, cutting through the backyards of Skinner's residential area.

TWINS' POV: The three older boys have quite a lead on the twins; several times they are out of sight as they clamber over fences and duck through hedges. Once or twice the twins look at each other, recognizing that they might be getting themselves lost ... or worse. Just when it looks like they're about to turn back, they hear Sammy's voice.

SAMMY (O.S.)
Pssst!

EXT. BACK OF HOUSE - NIGHT

The twins step haltingly into a semicircle of light cast from a lamp on the back of the house. Sammy, Alex, and Elliott are standing near one of the house's basement windows.

SAMMY
Over here. Come closer.

The twins come a little closer, then stop about ten feet from the house.

SAMMY
This is where they live.
(he points to the window)
Right in there.

ELLIOTT
You ever seen a ghost before?

Two blond heads shake "no."

ALEX
I guess this is your lucky day then.

SAMMY
You gotta get real close to see 'em.

To illustrate the point, Elliott kneels down close to the basement window and peers in. The twins stand fast.

ALEX
There's nothing to be scared of. We've done this a hundred times.

ELLIOTT
I think I see something!

Their curiosity getting the better of them, the twins approach the window.

SAMMY
How many are there?

ELLIOTT
Two, I think. No--three!

The twins are just behind where Elliott is kneeling, standing on their toes to see over his shoulder. Elliott has his face against

the glass, hands cupped around his eyes to see better.

ALEX
Wow! We've never seen three before.

The two young boys are now straining to see past Elliott's head into the basement window. Elliott looks around and grins at them.

ELLIOTT
Wanna see for yourself?

After another wordless exchange, the twins nod. Elliott gets up to make room for them. The twins kneel down side-by-side, not too close to the glass.

SAMMY
You gotta get reeeeel close to see 'em.

The twins lean in toward the glass.

ELLIOTT
Closer.

They lean closer, their noses nearly touching the window.

ALEX
It's dark in there, but you should be able to see them movin around.

Behind the kneeling twins, the three older boys are starting, slowly, quietly, to back away from the basement window. The twins, mesmerized by the possibility of seeing a ghost, don't notice.

ELLIOTT
See anything yet?

They shake their heads "no," faces still pressed against the glass.

SAMMY
Just keep looking.

INT. DARK BASEMENT

Through the window high up on the wall we see the two boys' faces framed in the glass. A shape, its features impossible to make out, moves in the darkness below the window.

EXT. CARNIVAL - NIGHT

CU ON A HUGE GRINNING CLOWN FACE

The CAMERA PULLS BACK--we are at one of those games where contestants shoot a stream of water into the mouth of a mechanical clown; a balloon attached to the clown's head inflates to register the accuracy of the contestant's shooting. There are four contestants total, racing against each other to see who can pop their balloon first. Among them is the tubby brat, laughing maniacally. The race is neck-and-neck between him and a FORTYISH WOMAN.

POV SHOT: From the shadows nearby, something watches the little kid as he shoots water into the clown's mouth.

Finally, the brat's balloon explodes; the kid jumps up and down ecstatically, pointing at the fortyish woman.

TUBBY BRAT
Ha ha! You lose! Ha ha! You lose!

FORTYISH WOMAN
Nice manners.

TUBBY BRAT
(mocking)
Nice manners!

FORTYISH WOMAN
Fuck off, brat.

The brat's mother and father appear.

YUPPIE MOTHER
That was wonderful, Adam!

YUPPIE FATHER
Good job, champ.

TUBBY BRAT
I win! I win!

The CARNY running the balloon game looks over their heads, across the midway. There, we can

just see a SPECTRAL FIGURE standing at the edge of the shadows. The strange figure is looking back into the carny's eyes. The carny leans over the table, toward the kid.

CARNY
Choose your prize, kid. Anything you want.

TUBBY BRAT
Anything?

The top shelf is lined with things like radios, portable televisions, a b.b. gun--prizes actually worth winning. The middle shelf has stuffed animals, souvenir mugs, baseball caps. The bottom shelf is mostly oversized novelty combs, day-glo green yo-yos, fake vampire teeth, and ...

TUBBY BRAT
Kazoo!

The carny takes a tin kazoo from the bottom shelf. The little brat immediately pops it in his mouth and starts making an utter racket of SPITTY BUZZING. Everyone within earshot turns to look. Even the kid's parents wince at the sound. The brat removes the noisemaker from his lips and emits a piercing LAUGH of pure, undiluted evil.

The carny watches the kid with cold eyes, then looks across the midway. We see the spectral figure disappear into the shadows.

EXT. BACK OF HOUSE - NIGHT

The basement window is open; inside, only darkness. There is no sign of the twins, or the three older boys. Somewhere a DOG IS BARKING.

EXT. CARNIVAL, BEHIND THE TRAILERS - NIGHT

Nobody back here but trash and trampled grass. From OFFSCREEN we hear a young woman's voice CALLING OUT.

YOUNG WOMAN (O.S.)
Tyler? Taylor? Where are you?

She steps into the gap between the trailers, a pretty blonde in her early 30s.

YOUNG WOMAN
Taylor? Tyler?

She moves deeper into the little space, away from the midway.

YOUNG WOMAN
Boys, are you back here?

Hidden behind the trailer, one of the sinister SPECTRAL FIGURES stands motionless, waiting with its arms by its sides, its long, chalky hands dangling from ragged sleeves.

EXT. OLD NORTH HOTEL - NIGHT

Jeffrey and Jean walk hand in hand to the hotel's entrance.

JEFFREY HALLER
Well, I guess this is where we split up.

JEAN SPARSHOTT
Thanks again for winning me this.

She holds up the small stuffed bear.

JEFFREY HALLER
Sure thing.

JEAN SPARSHOTT
And where's the prize I won for you?

JEFFREY HALLER
Oh, hang on.

He turns around, fishing for something in his coat. When he turns back, he's wearing a pair of glasses with springy eyeballs dangling out of them.

JEFFREY HALLER
Gimme some sugar, baby.

Laughing, Jean kisses him.

JEAN SPARSHOTT
Tell you what: I'll leave

my door unlocked tonight. If you find yourself getting lonely over there at Chateau Elmer, you can sneak up to my room and slip into a nice, warm bed.

JEFFREY HALLER
Sounds dangerous.

JEAN SPARSHOTT
(she whispers into his ear)
I'll make it worth your while.

JEFFREY HALLER
(also whispering)
I'll just bet.

INT. JEAN'S HOTEL ROOM

We hear FOOTSTEPS and MUFFLED WHISPERS coming from OFFSCREEN. Jean is sleeping fitfully under a thin blanket. From OFFSCREEN we hear a LOUD THUMP. Jean jumps awake. For a few seconds she sits, still half asleep, gathering her wits. She listens, trying to decide if she really heard anything at all.

JEAN SPARSHOTT
(whispering)
Jeffrey?

Silence--then a quick exchange of WHISPERS

coming from the hallway outside her door, along with a soft DRAGGING sound. Jean gets out of bed wearing a tee shirt and underwear and walks softly toward the door. She puts her ear next to the door, listening.

INT. HOTEL HALLWAY

On the other side of the door, one of the TOWTRUCK THUGS is dragging the unconscious yuppie father away into the shadows; just a few feet from Jean's door, the other TOWTRUCK THUG is holding the tubby brat, one hand clamped over the kid's mouth. The kid's eyes are wide and wild with terror, but he's held fast, unable to make a sound.

INT. JEAN'S HOTEL ROOM

She is still standing by the door, straining to hear. Her hand reaches for the doorknob, ready to open the door and see what's going on in the hallway.

INT. HOTEL HALLWAY

The towtruck thug, still holding the brat in a viselike grip, is now right outside Jean's door. His free hand moves toward the doorknob.

INT. JEAN'S HOTEL ROOM

Jean frozen, listening, hand on the doorknob. Finally, she raises her hand a few inches to the deadbolt lock, which she turns.

INT. HOTEL HALLWAY

Just as the thug's hand is about to grasp the doorknob, there is the loud SNAP of the bolt slamming home. The towtruck man moves quietly away, taking the kid with him.

INT. JEAN'S HOTEL ROOM

Jean climbs back in bed and pulls the covers up over her head.

INT. WINCOTT'S BACK ROOM

We hear the steady DRIP-DRIP-DRIP of a leaky faucet. Jeffrey is lying awake in bed. With every DRIP he winces--this has been going on for some time. He tries putting the pillow over his ears, but it doesn't protect him from that maddening DRIP-DRIP-DRIP. Finally, with a FRUSTRATED GROAN, he throws the covers off and gets out of bed.

INT. BATHROOM

DRIP-DRIP-DRIP goes the faucet. Jeffrey shuffles in and snaps on the light. He takes the hot water knob in one hand, the cold in the other, and turns them hard, as far as they'll go, GRUNTING with the effort. The faucet goes DRIP-DRIP ... DRIP ... DRIP ... then it's done.

Jeffrey smiles to himself, a job well done ... then scowls. Another sound--a very, very

faint sound--has replaced the dripping of the faucet: a FAR-OFF CHATTERING, coming from the drainpipe.

Jeffrey leans closer to the sink. The CHATTERING gets louder. The look on Jeffrey's face says he's heard this sound before. Seeming almost mesmerized by the sound, Jeffrey's hand strays toward the sink drain, the fingers circling the silver ring. Then the spell is broken. Jeffrey takes the rubber drain stopper and stuffs it into the drain, plugging it. He leaves, turning off the light and slamming the door behind him.

INT. BASEMENT

A dark and dismal little room somewhere beneath Skinner, its corners lost in utter darkness, the only exit a closed door at the top of a stairway. The yuppie father is lying in the middle of the floor, just beginning to regain consciousness. We hear that same CHATTERING that Jeffrey heard--only this is much closer.

He raises himself up, wincing and holding the back of his head. He looks around the basement. Except for the shadows, he is alone.

YUPPIE FATHER
Connie? Adam?

In response, the CHATTERING gets louder, closer. He notices it for the first time but

doesn't give it much importance. He gets to his feet, checking the back of his head for blood. He goes over to the door and KNOCKS.

YUPPIE FATHER
Hello?

He pounds on the door, testing its strength. It's solid. He puts his eye close to where the door meets the jamb, tracing that thin gap, looking for any sign of weakness or flaw. He gets on one knee and peers under the door.

YUPPIE FATHER
I know you're out there--I can see your shoes.

INT. HALLWAY, OUTSIDE BASEMENT DOOR

The yuppie father's fingers poke under the door. Just inches out of their reach is a pair of women's shoes, facing away from the door.

YUPPIE FATHER (THROUGH DOOR)
I don't know what you think you're going to accomplish here, but the best thing you can do is just unlock this door and let me out. You can have our money, our car, whatever. Nobody has to know anything. Just let me and my family leave here, and I

promise I won't say anything to the police.

He waits a few seconds for a reply. Nothing. The fingers disappear, and he begins POUNDING on the door.

YUPPIE FATHER
OPEN THIS DOOR, YOU MOTHERFUCKERS! I SWEAR TO CHRIST I'LL HAVE THE F-B-FUCKING-I DOWN HERE SO FAST IT'LL MAKE YOUR HEAD SPIN! I'LL SHAKE THIS SHITWATER TOWN UNTIL YOU FALL OUT!

We hear that CHATTERING through the door, getting louder.

YUPPIE FATHER
Oh my god ... get away from me. Sweet Jesus, get the fuck away from me!

The CHATTERING is very loud now. It is joined by the sound of heavy feet climbing wooden steps.

YUPPIE FATHER
JESUS FUCKING CHRIST, OPEN THE DOOR!

His fingers appear under the door again, clawing at the opening, desperately searching for something to grab hold of. From the other

side we hear a SCREAM of all-consuming agony. The fingers clamp onto the door and hold, just for a second, before losing their grip and disappearing under the door. The SCREAM is swallowed by the LOUD CHATTERING, then all fades into silence.

The CAMERA PANS UP. The woman's shoes become thick ankles, become a cheap off-the-rack skirt, becomes a wool cardigan sweater wrapped around a slightly overweight torso, arms crossed, and the face of ROSE PERTINEN.

INT. JEAN'S HOTEL ROOM - NEXT MORNING

Jean wakes, groaning. Sunlight is already shining through the cheap vinyl miniblinds. She rises stiffly to a sitting position and checks the wind-up clock on the nightstand: 8:45 a.m. She notices a slip of paper on the floor near the door. She gets out of bed a little creakily and goes to pick up the paper, a note written on Old North Hotel stationery: "Didn't want to wake you. Come meet me in the lobby when you're ready for breakfast--Jeffrey"

INT. HOTEL LOBBY, NEAR ELEVATOR

From OFFSCREEN we can just hear PEOPLE TALKING--a man and a woman. We can't quite hear what they're saying, but every few seconds the woman LAUGHS. A bell goes DING and the elevator's brass doors slide open, allowing Jean to step out. She hasn't showered, just

thrown on some grubby clothes and put her hair up. She hears the VOICES, pauses for a second, then walks around the corner into the--

INT. OLD NORTH HOTEL, LOBBY

--where she finds Jeffrey at the check-in desk talking to Sera. He's wearing the joke glasses, springy eyes dangling. Sera laughs and puts her hand on Jeffrey's arm possessively.

JEAN SPARSHOTT
Jeffrey?

Jeffrey, still wearing the glasses, now notices Jean standing there. Jean and Sera's eyes meet. Sera makes no attempt to hide the gloat in them.

INT. SKINNER GRILLE DINER

The diner is not as packed as it was last night, but it's getting there.

JEFFREY AND JEAN

--are sitting in the same booth as last night. Plates of food sit in front of them, largely untouched. They're clearly in the middle of a fight--not talking, not looking at each other, a general air of anger and discomfort filling the booth.

JEFFREY HALLER
How's your breakfast?

Jean looks at him for a second--her eyes say "that's the best you can do?"--then looks away again. A few more seconds of awkward silence pass.

JEFFREY HALLER
How long are you going to stay mad at me?

JEAN SPARSHOTT
I'm not mad.

JEFFREY HALLER
So, what, this is you happy?

JEAN SPARSHOTT
I don't like her.

JEFFREY HALLER
I'm sorry. I promise I won't talk to her again. If she tries to start a conversation, I'll pretend I don't speak English. "Was? Was ist Das? Der Fernsehapperat ist wieder kaput?"

Jean can't help but laugh at her idiot boyfriend. The tension in the booth dissipates.

JEFFREY HALLER
So, are we okay?

JEAN SPARSHOTT
(playfully)
I don't know yet. Let me have your bacon.

He takes the bacon from his plate and puts it on hers. She grabs a piece and takes a bite.

JEAN SPARSHOTT
Now we're okay. So, what are we doing today?

JEFFREY HALLER
I think maybe we should split up for the day. Around town, I mean. Find out what the story is with this place.

JEAN SPARSHOTT
(serious again)
You're going to look for Rekalde.

JEFFREY HALLER
I'm going to try. Small town, how hard can it be?

JEAN SPARSHOTT
And when you find him--what then?

JEFFREY HALLER
Don't worry about it. What about you--any ideas?

JEAN SPARSHOTT
There was something in that brochure about a historical museum. Seems a good place to start. There's got to be more to this place than meets the eye.

EXT. MAIN STREET - DAY

We see Jeffrey and Jean exit the Skinner Grille. They exchange a few words, but we can't hear what is said.

Across the street, partially hidden behind a lamppost--

RUTH WINCOTT

--watches them. They kiss and walk off in opposite directions. Ruth follows Jean.

INT. "SECOND TIME AROUND" ANTIQUES STORE

The kind of second-hand store that Skinner seems to specialize in. The front features glass cases full of jewelry, watches, cigarette lighters, and other personal effects. The rest of the store holds vintage clothing and handbags, used books, and a handful of small electronics--mostly portable CD players and cell phones. There is a whole wall of cameras.

About a dozen people are browsing the store. The store's proprietor, AUDRA WHEATLEY, a woman in her late 30s, is arranging jewelry in one of the glass cases.

Jean enters the shop, the "Things to Do in Skinner" pamphlet in her hand. She stops, confused, and looks around.

AUDRA WHEATLEY
May I help you?

JEAN SPARSHOTT
I don't know. I was looking for the Skinner Historical Museum, and according to this pamphlet--

AUDRA WHEATLEY
(dropping the friendly bit)
Oh. That. Yeah, this is the place.

Audra takes a set of keys out of a drawer. Jean looks around again, even more confused.

JEAN SPARSHOTT
I don't get it.

AUDRA WHEATLEY
Follow me.

Audra leads Jean toward the back of the store. The CAMERA lingers on the jewelry case, where

a pair of DRAGON-SHAPED JADE EARRINGS rest on a little velvet pillow--the same earrings worn by the yuppie mother.

EXT. GENERAL STORE - DAY

Skinner being too small to support a grocery store, pharmacy, and hardware store, this little shop serves as all three. According to a sign hanging from the awning, it also acts the town's post office.

INT. GENERAL STORE

Pathetic little displays at the end of the aisles offer the kind of durable shelf foods typical of rural areas, where fresh food is seldom seen--Ramen noodles, tin cans labeled "Potted Meat."

MR. SHAW, a man in his forties, is at the cash register. Jeffrey steps up to the counter.

MR. SHAW
What can I do for you, sonny?

Jeffrey looks a bit confused at being called "sonny"--Mr. Shaw can't be even ten years older than him.

JEFFREY HALLER
This is the post office, right?

MR. SHAW
Why, you got something you want to send out? 'Cause the lady from the county distribution office has already been in today.

JEFFREY HALLER
Actually, I was looking for someone who lives here in town. I was hoping you could tell me where I'd be able to find him.

MR. SHAW
(a little nervous)
Oh. I don't know. That is, I'm not really sure I'm supposed to.

JEFFREY HALLER
I'd really appreciate it. His name is DR. REKALDE.

MR. SHAW
That's not a name I know.

JEFFREY HALLER
It's possible he's changed his name. But I'm sure you'd know who I'm talking about. An older man. Very ... cultivated. Used to be a college professor.

MR. SHAW
I just hold the mail for folks to pick up. I don't know everybody that comes in here.

INT. BACK OF ANTIQUES STORE

A door, almost hidden behind the racks of clothes. It has a laminated, hand-calligraphied sign on it: "Skinner Historical Museum."

Audra and Jean walk up to the door. Audra sticks the key in the lock.

AUDRA WHEATLEY
Pardon the mess. It's been a while since anyone's asked to see the place.

She turns the key.

INT. HISTORICAL MUSEUM

It's dark in this small room--the shades are tightly drawn, allowing only the faint glow of suppressed sunlight to penetrate. The walls are covered with picture frames, except for one wall which is dominated by a floor-to-ceiling bookcase stuffed with a variety of ancient and decaying volumes. The room is dusty, forgotten.

Jean and Audra enter.

AUDRA WHEATLEY
My brother Wilbur used to run the museum. Well, run's not really the right word. It's not like he was making a profit or anything. It was more like a hobby.

Audra turns on the light. Fully illuminated, the room doesn't look much better. In fact, it looks worse.

JEAN SPARSHOTT
He doesn't run it anymore?

AUDRA WHEATLEY
No, my brother died.

JEAN SPARSHOTT
Oh, I'm sorry.

AUDRA WHEATLEY
Mm-hm.

Jean has begun surveying the many framed photographs on the walls. They are black-and-white images, some of small-town buildings, some simply of forests or lighthouses.

JEAN SPARSHOTT
Are these all of Skinner?

AUDRA WHEATLEY
I couldn't tell you. If you see anything you like, come make me an offer.

Audra leaves, closing the door behind her. Jean takes a book off the bookcase and begins paging through it.

EXT. MAIN STREET - DAY

All around, the winter festival is gearing up for another day: families wander past wearing goofy hats and carrying tacky souvenirs, a vendor pushes a steaming cart of candy-coated almonds, a trio of wandering musicians treats the tourists to off-key renditions of Christmas carols. And among them all are the CLOWNS.

Jeffrey's checking out a kiosk featuring a schedule of the day's festival activities, along with a colorful map of the town.

ROSE PERTINEN (O.S.)
Yoo-hoo!

Jeffrey turns and sees Rose clomping up the sidewalk toward him.

JEFFREY HALLER
(to himself)
Oh, shit.

Rose is slightly out of breath by the time she makes her way through the crowd to Jeffrey.

ROSE PERTINEN
Oh, my. Maybe I should get more exercise. Mr. Haller, right?

JEFFREY HALLER
That's right.

ROSE PERTINEN
I was looking forward to seeing your magazine. But you never sent anything to me. What was it again? The Michiganian?

JEFFREY HALLER
The MichiGANDER.

ROSE PERTINEN
That's right. The Michigander.

JEFFREY HALLER
To tell you the truth, Ms. Pertinen, I was so intrigued, I wanted to see the festival for myself. So that I could really do it justice when I wrote my article. It's quite an affair you've put on.

ROSE PERTINEN
That's so nice of you to say.
(indicating the kiosk)
Are you looking for something to do today? Because there's a lovely craft show going on at--

JEFFREY HALLER
Actually, I'm not much of a craft show kind of guy.

ROSE PERTINEN
Are you sure? It's quite nice. Just the kind of thing you'd want to put in your magazine.

She lets the word "magazine" hang there between them for a few seconds. There is a hard glint in her eyes. Finally, Rose looks at her wristwatch.

ROSE PERTINEN
Whoopsie! I'm sorry, but I've got so much to do before the parade tonight. It was so nice seeing you again, Mr. Haller. And I'll be looking for that article!

Jeffrey gazes somewhat quizzically at Rose as she hustles herself down the street.

JEFFREY HALLER
Crazy old bird.

CU ON ROSE: Her face is curled into a sneer.

ROSE PERTINEN
(to herself)
Little prick.

Jeffrey turns back toward the map, but something else catches his eye: a block down the street, a MAN IN DARK CLOTHES is standing, watching Jeffrey. He's leaning on a cane and wearing a long, black coat and a black fedora pulled down to hide his face.

Jeffrey takes notice of the man, looks at the map for a second, then looks back toward the man, who still stands watching Jeffrey.

JEFFREY HALLER
Rekalde?

Almost as though he could hear Jeffrey, the man turns and disappears around a corner. Jeffrey hesitates a moment, then takes off down the street after him.

EXT. SKINNER STREET - DAY

Jeffrey turns the corner, his face flushed from running.

Jeffrey's POV: he scans the street looking for the man in the dark clothes. There he is, about a block away, his back to Jeffrey.

Jeffrey rushes headlong into a knot of pedestrians. He does a sidestep to try to get around them, but they block the width of the sidewalk. Jeffrey busts between two of them, but there is another group behind them impeding his way. Jeffrey is like a salmon swimming against a strong current.

Gaps appear suddenly between the bodies, and just as suddenly are closed. Through these gaps Jeffrey gets flashes of the man.

DOWN THE STREET: the dark-clothes man is having no such trouble. Though he moves stiffly and relies heavily upon his cane, the groups of pedestrians he encounters seem to make room for him unconsciously, almost without even noticing him. Others he appears to slip between without making any contact at all. He floats through the crowd like a ghost.

An opening appears and Jeffrey lunges for it, almost getting clear of the crowd before CRASHING into an OLD WOMAN, knocking her down and sending her bags flying.

OLD WOMAN
My goodness!

JEFFREY HALLER
(kneeling down to help pick up her things)
I'm so sorry.

He collects the bags and hands them to the still-wobbly old woman. Jeffrey stands and sees the dark-clothes man about two blocks away, just standing there, as though waiting for Jeffrey to catch up. As soon as the man sees that Jeffrey has spotted him he vanishes around another corner. Jeffrey again sets off after him, bumping and shoving pedestrians as he goes.

EXT. DIRTY ALLEY - DAY

Jeffrey stands at the mouth of a nasty, crooked little alley, choked with knocked-over trashcans and other debris. Because of the way the two buildings on either side are turned, it's impossible to see where the alley opens on the far side.

JEFFREY HALLER
Rekalde?
(louder)
REKALDE?

No reply but for a wet echo. Slowly, Jeffrey enters the alley.

INT. HISTORICAL MUSEUM

Audra comes back in through the door. Jean is sitting in a musty-looking chair, reading a book. About ten other books are stacked on the floor near her feet.

AUDRA WHEATLEY
Still here, eh? Thought you would have gotten bored by now. You must really have a thing for all this old junk.

JEAN SPARSHOTT
I've been looking for something about Skinner, but there doesn't seem to be anything about the town in these books.

AUDRA WHEATLEY
I don't get you.

Jean holds up the books she's been reading, rattling off their titles.

JEAN SPARSHOTT
100 Years of Lumber. The Pioneers in Michigan. Tribes of the Great Lakes States. Here's a good one--Celebrating Our Lighthouses. These books aren't really about Skinner at all. In fact, apart from a paragraph in The Complete Morel Mushroom Hunter's Handbook in which the soil in Skinner County is described as "too stony," these books don't even mention Skinner.

Audra holds up her hands.

AUDRA WHEATLEY
What can I tell you? This was my brother's thing, not mine.

JEAN SPARSHOTT
Do you have anything like a newspaper archive, something specific to Skinner itself?

AUDRA WHEATLEY
Not really. Unless....

JEAN SPARSHOTT
Yes?

AUDRA WHEATLEY
Well, there's the model.

INT. ANOTHER ROOM IN THE MUSEUM

This room is dominated by a large table on which an intricate scale model of Skinner rests. The detailing on the buildings is incredible, from the doors and windows that really move to the tiny address numbers. It provides the equivalent of an overhead view of the town.

JEAN SPARSHOTT
This is amazing. Your brother made this?

AUDRA WHEATLEY
Yeah. It was like an obsession with him. Any time something in town changed, he had to change his model. The Oakleys bought a new mailbox--change the model. The filling station raised the price of no-lead--change the model.

JEAN SPARSHOTT
It's wonderful. I can't believe how detailed it is.

AUDRA WHEATLEY
You like it? I could quote you a price.

She goes into sales mode, pointing out individual buildings along Main Street.

AUDRA WHEATLEY
Wilbur did spend a lot of time on it. See, this is where we are ... and this is the Old North hotel ... here's City Hall--the new city hall, I mean ... here's--

JEAN SPARSHOTT
What's all this?

She indicates the buildings farther away from Main Street, on the fringes of Skinner. They're painted in shades of brown and gray and convey a sense of atrophy.

AUDRA WHEATLEY
That's the old part of town. Nobody lives there anymore--the buildings there are practically falling down. We do what we can to keep the town looking nice, but it costs money. Still, like I

said, Wilbur was a stickler for putting every little thing in his model, even the places nobody in their right mind would go.

EXT. OLD SKINNER - DAY

Jeffrey emerges from the alley into the abandoned side of town. The buildings here display the same cockeyed architecture as the good part of town, but to an even greater degree. High-peaked buildings loom over the street: some boarded up, completely sealed to the world, others sporting smashed windows and doors hanging wide open on sprung hinges. Whole structures lean crazily on sunken foundations. The whole area is utterly deserted.

JEFFREY HALLER
Jesus Christ.

A loud CRASH. Jeffrey, startled, spins to find the source of the sound. Across the street is the diner depicted on the postcard. Like the other buildings, it is in an advanced state of disrepair, its inviting neon sign dead black, its door long missing.

We hear another CRASH from inside the diner.

INT. RUINED DINER

The layout is not unlike that of the Skinner

Grille--a long counter surrounded by stools, with small booths along the walls. But something very, very bad has happened in here. The walls are a network of cracks, with big chunks of plaster missing in spots. The tile floor is blackened, scorched. The long counter is warped and buckled in the middle, causing the chrome binding to come loose and hang to the floor.

The three boys--Sammy, Alex, and Elliot--have found a stash of old water glasses and are smashing them against the back wall as Jeffrey enters.

JEFFREY HALLER
What the hell are you doing?

ELLIOTT
Bustin glasses.

JEFFREY HALLER
I can see that.

ALEX
Then what the hell did you ask for, numbnuts?

SMASH goes another glass.

JEFFREY HALLER
This doesn't seem like a very good place for kids.

ELLIOTT
Whaddya mean? This place is great!

SAMMY
Yeah, we come here all the time.

ALEX
Hang out.

ELLIOTT
Look for ghosts.

JEFFREY HALLER
(smiling)
Ghosts, huh? What kind of ghosts?

ELLIOTT
I dunno. Ghost ghosts, I guess.

SAMMY
Isn't that why you're here? To look for ghosts?

JEFFREY HALLER
No, the man I'm looking for is still alive. His name is Dr. Rekalde. I think he may have come down this way.

SMASH!

SAMMY
Never heard of him.

JEFFREY HALLER
You sure?
(he turns to Elliott)
He's an older man. Probably talks like a teacher.

SAMMY
I said we ain't never heard of him, all right?

Jeffrey seems about to respond, then his head cocks as if he's listening to something.

ELLIOTT
What's the matter, mister?

Jeffrey doesn't respond. Faintly, but rising slowly, we hear that CHATTERING.

SAMMY
I think he hears something.

ALEX
I don't hear anything.

ELLIOTT
Yeah, me neither.

SAMMY
I think maybe he hears ghosts. That it, mister? You hearin ghosts?

The CHATTERING sound is getting louder, though apparently just for Jeffrey. He starts to look disoriented.

JEFFREY HALLER
No. I don't hear anything.

SAMMY
I think you do.

Jeffrey moves toward the counter stools, looking for a place to sit, to ride out this weird spell, but the stools are all bent and twisted, like something caught in a vortex.

Jeffrey's POV: the room is tilting and spinning, the CHATTERING becoming a ROAR. Jeffrey's arm goes out, searching for something to hold onto, and ends up sweeping the remaining glasses off the counter. They SMASH on the floor. He holds his hands to his ears to block the sound of the CHATTERING, but it's already <u>inside</u> his head.

SAMMY
Maybe you weren't looking for ghosts, mister. Maybe the ghosts were looking for <u>you</u>.

Jeffrey lurches out the door, the boys LAUGHING behind him.

EXT. SKINNER STREET - AFTERNOON

The festivities are well under way, and the street is fairly crowded. A number of clowns prowl the street, performing for the crowd.

Jeffrey explodes out of the crooked little alley, CRASHING into a trash can and sending it and himself sailing into the street. Some of the people on the street stop and stare. Jeffrey stands up, a bit dazed from his fall. One of the clowns stands nearby, miming astonishment.

JEFFREY HALLER
Fuck off, clown.

He near-staggers down the street, shaking a cigarette out of a crumpled pack.

EXT. MAIN STREET - AFTERNOON

Ruth Wincott is sitting on a bench across the street from Second Time Around. She looks nervous, glancing up and down the street guiltily.

Across the street, Jean exits the antiques store. Ruth practically jumps off the bench and crosses the street toward Jean.

RUTH WINCOTT
Young lady.

Jean doesn't hear. Ruth speaks up a bit, but not too much, not enough to attract attention.

RUTH WINCOTT
Young lady!

Jean stops and looks around, noticing Ruth. Through the antiques store window, we see Audra Wheatley watching them.

JEAN SPARSHOTT
Are you talking to me?

Ruth catches up with Jean. She's a little out of breath.

RUTH WINCOTT
You ... shouldn't....

JEAN SPARSHOTT
Excuse me?

RUTH WINCOTT
You shouldn't be here. It's not safe.

JEAN SPARSHOTT
I'm sorry, do I know you?

Ruth grabs Jean's shoulders.

RUTH WINCOTT
Listen to me! You shouldn't be here. You have to go--both of you.

JEAN SPARSHOTT
Please calm down. What do you mean? What's not safe?

Ruth's paranoia finally gets the better of her. She lets go of Jean, gives her a meaningful glare, and shuffles off down the street, trying unsuccessfully to look natural.

JEAN SPARSHOTT
(to herself)
What the fuck is with this town?

Jean walks away. Through the antiques store window we see Audra Wheatley dialing the phone.

EXT. SKINNER STREETS - LATER

The festival is gearing up for its big finale, the parade. We see various tourists participating in festival activities. At one booth a young woman paints the faces of young children, making them look like clowns.

EXT. WINCOTT HOUSE - AFTERNOON

Ruth comes up the sidewalk, still looking a little jumpy. She's holding a small cardboard box tied with string, the kind you get at a bakery. Halfway up the porch steps she stops and looks around. She puts on an artificially cheery face and continues on in.

INT. WINCOTT HOUSE

Ruth opens the door and enters, fooling around with getting her key out of the doorknob.

RUTH WINCOTT
Elmer? Sorry I'm late. I stopped and got a cherry pie for des--

She looks up and goes sheet white. The pie box drops out of her hands, landing upside-down, cherry filling SPLATTING on the hardwood floor. Sitting in the Wincott living room are Elmer, Rose Pertinen, Audra Wheatley, and the mayor. They are obviously waiting for her.

MAYOR
Hello, Ruthie.

RUTH WINCOTT
Mr. Mayor ... what are you all doing here?

ROSE PERTINEN
Ruthie, why don't you sit down?

RUTH WINCOTT
No, I don't think I will. What's going on here? Elmer, what's this all about?

Elmer is silent. He can't even look at his wife.

MAYOR
Ruthie, have you been speaking out of turn?

RUTH WINCOTT
Why ... I ... I don't know what you mean.

AUDRA WHEATLEY
Oh, please!

MAYOR
Ruthie, you know this is an important time of year for the town.

ROSE PERTINEN
A very important time of year.

MAYOR
If we don't take care of things ... if we don't handle our affairs in the proper way....

ROSE PERTINEN
What the mayor means, Ruth, is that you can't be going around saying things that would be ... well, bad for business. Bad for all of us.

Through the still-open front door, we see the battered old towtruck pull up in front of the Wincott house. Ruth sees it too. She begins shaking.

RUTH WINCOTT
I w-would never do that. I've lived here my whole life. I rem-m-member what it was like b-before.

MAYOR
Things are different now. You can't do anything about that. None of us can.

RUTH WINCOTT
What's happened to us? What's happened to this t-town?
(she turns to her husband, pleading)
Elmer! Elmer, t-tell them! Tell them it's a m-m-mistake!

Elmer silently gets out of his chair and leaves the room. Ruth begins sobbing.

RUTH WINCOTT
ELMER!

EXT. TOWN SQUARE - LATE AFTERNOON

The ROAR of a chainsaw fills the air. Tourists check out several imperfectly crafted ice sculptures--a snowman, a Christmas tree, what might be a reindeer. The groundskeeper is carving away at a block of ice with a chainsaw, ice chips flying like shrapnel, while people watch from a safe distance.

EXT. TOWN SQUARE - LATE AFTERNOON

Jeffrey and Jean sit on a bench.

JEAN SPARSHOTT
So, she shows me this amazing model her brother built. Accurate down to the last detail, including sections of town that have fallen into ruin--which is a pretty big chunk. There's a lot more to this place than you can see from Main Street.

JEFFREY HALLER
I know. I got a close look at some of it.

JEAN SPARSHOTT
And? Any sign of Rekalde?

JEFFREY HALLER
I'm not sure. (Beat) Tell me more about this model.

JEAN SPARSHOTT
It was like the guy who made it was documenting the gradual decay of the town. Kind of sad. He must have really loved this place, what's left of it. (Beat) You know how you described it the first time you came here?

JEFFREY HALLER
A ghost town.

JEAN SPARSHOTT
I think that's the real town. The rest of it--all this festival crap--is just a put-up job.

JEFFREY HALLER
So, it's a tourist trap.

JEAN SPARSHOTT
No, Pigeon Forge is a tourist trap. This is something else. Look around. Where's the school? Where's the church? This place doesn't have the minimum requirements to even call itself a town. There's no sign of an actual community. Maybe there used to be, a long time ago, but now ... it's like watching a play about a town.

JEFFREY HALLER
It makes you wonder what's behind the scenery.

Jean and Jeffrey sit quietly for a few seconds, distilling this information.

JEAN SPARSHOTT
Okay. I don't know what's

going on here, what all this means, and I don't want to find out. You know what happened when I left the museum? Some lady grabbed me and told me that we should leave town. I figured she was just crazy or something, but it's starting to sound like a good idea. I say we get the hell out of this fucking town first thing tomorrow morning.

Jeffrey doesn't respond for a very long time; then--

JEFFREY HALLER
No. (Beat) I say we get the hell out of this fucking town now.

EXT. OLD CITY HALL - LATE AFTERNOON

The place looks just as defunct as it did when Jeffrey first visited Skinner, though someone has strung a few lights from it and hung a wreath on the door.

INT. OLD CITY HALL

This large room looks like it was once an office, maybe even the mayor's, before it seriously went to seed. The walls are rotted away, exposing plaster and plumbing;

bookshelves have collapsed and spilled their contents onto the floor; the floorboards have given way in spots, leaving holes that lead down into darkness. The room is lit with a diffused natural light coming in through windows smudged with dust and dirt. An open door leads to a set of dark stairs.

Sam is seated in a rickety chair near the desk, looking extremely uncomfortable; at his feet is a grocery bag. Sera is pacing the room restlessly, dressed in a short skirt and waist-length leather jacket. An ancient hulk of a desk stands at the head of the room.

SERA BEADLE
I hate this place. It's fucking freezing.

SAM BEADLE
Maybe you should have dressed more warmly.

She shoots her father an evil look. Sam turns away, chastised. From OFFSCREEN we hear a door OPENING AND CLOSING, then FOOTSTEPS on a creaky hardwood floor. Rose and the mayor enter the room.

ROSE PERTINEN
He come up yet?

SERA BEADLE
(pissy)
Do you see him?

ROSE PERTINEN
Don't start with me, young lady.

SERA BEADLE
Fuck you.

SAM BEADLE
Sera!

SERA BEADLE
Fuck you too, daddy. I don't know about you people, but I'm getting sick of playing step-n-fetch-it for this guy. I think we need to cut him loose. We can handle things perfectly well on our own.

MAYOR
I don't think that's a good idea. There's too much we still don't know.

DR. REKALDE (O.S.)
You should listen to the mayor, girl.

All heads turn toward the dark stairway. We hear LABORED FOOTSTEPS coming up the stairs, accompanied by the sharp CLICK CLICK CLICK of a cane. A figure in dark clothes seems to materialize out of the shadows--DR. REKALDE. He is wearing a long coat, gloves, dark

sunglasses, and a fedora pulled down low. The only exposed flesh is the lower half of his face, which is badly scarred. He moves awkwardly, as if his joints don't bend in quite the right direction.

DR. REKALDE
There is so much about what's going on in this town that you do not understand. Nor do you care to, I'd venture.

He settles stiffly into the chair behind the desk.

DR. REKALDE
(to Sam)
Did you bring me my things?

Sam stands up and places the grocery bag in front of Rekalde. Rekalde takes out a few items, mostly canned goods.

DR. REKALDE
Where are those little sausages in a can?

SAM BEADLE
They were out.

Rekalde glares at Sam, who shifts uncomfortably in his seat. Rekalde goes back to the bag. He smiles as he removes a bottle of Wild Turkey.

DR. REKALDE
Ahhh.

ROSE PERTINEN
Excuse me, but why did you call this meeting?

DR. REKALDE
I was getting the feeling that morale was low ...
(he looks at Sera, who turns away)
... so I thought I'd make sure everybody was clear on their role in this.

ROSE PERTINEN
I can assure you, things are moving like clockwork. Nothing we can't handle.

Sam and the mayor nod.

DR. REKALDE
I'm afraid we're going to be deviating from the standard formula a bit this time. There is a young man in town named Jeffrey Haller. I don't want anything to happen to him.

Rose and the mayor exchange a look.

ROSE PERTINEN
Well ... that might be a problem. He's been poking around, asking questions.

SERA BEADLE
Him and that bitch girlfriend of his.

MAYOR
And I think Ruth Wincott might have said something to him.

ROSE PERTINEN
If he got out, it could be bad. I think we should handle it in the usual way.

DR. REKALDE
NO!

Rekalde brings his cane CRASHING down on the desk. The others all shut up fast.

DR. REKALDE
You will not be showing Haller your usual brand of small-town hospitality.

ROSE PERTINEN
What's so special about this guy?

DR. REKALDE
That's not something you need to know. I want him brought here, tonight. That is the extent of your participation. If you fuck it up, or if you attempt to "cut me loose" ...
(again he looks at Sera)
... there will be serious repercussions. Remember the last time you tried to dispatch me?

They look at the walls, at their feet ... anywhere but at Rekalde.

DR. REKALDE
Exactly. Now, go. Put on your little festival. Just bring Haller here tonight.

Rekalde rises and makes his way toward the dark stairs.

SERA BEADLE
What about the other one? The girlfriend.

Rekalde pauses, then speaks without turning around.

DR. REKALDE
She's all yours. Merry Christmas.

He slowly descends the stairs. Sera smiles wickedly.

EXT. OLD NORTH HOTEL - EARLY EVENING

Jeffrey and Jean walk up to the hotel's entrance.

JEFFREY HALLER
Okay, you go pack. I'll go get my stuff from the Wincotts and meet you back here in ten minutes.

JEAN SPARSHOTT
Okay. But hurry. And be careful.

JEFFREY HALLER
I will.

They quickly squeeze hands, then she's inside the door. Jeffrey heads down the street. As he passes the alley next to the Old North Hotel, he doesn't notice the--

OLD TOWTRUCK

--parked there.

INT. HOTEL HALLWAY

DING! goes the elevator bell, and Jean steps into the hallway. She crosses quickly to her room door, slipping the key in the lock.

She opens the door and enters the room, not closing the door behind her. After a second, we hear her SCREAM.

EXT. BACK OF WINCOTT HOUSE - EVENING

Jeffrey steps out of the Wincott's back room, overnight bag slung over his shoulder. He pulls the door closed and turns. Elmer is standing at the bottom of the rickety stairs.

ELMER WINCOTT
I see yer leavin.

JEFFREY HALLER
That's right.

ELMER WINCOTT
Goin t'stay over at the Old North?

JEFFREY HALLER
No, we're leaving altogether.

ELMER WINCOTT
Ah. Didn't suit yer fancy, eh?

JEFFREY HALLER
It's not--

ELMER WINCOTT
No, that's fine. Place like Skinner ain't for everybody. Been thinkin 'bout leavin myself, lately.

JEFFREY HALLER
Thank you for your hospitality, Mr. Wincott. Please tell your wife the same.

Elmer turns his face away.

ELMER WINCOTT
I surely will.

INT. OLD NORTH HOTEL

Sam is at the check-in desk as Jeffrey enters.

SAM BEADLE
Good evening, sir.

JEFFREY HALLER
Good evening.

Sam's eyes follow Jeffrey as he heads toward the elevator.

INT. HOTEL HALLWAY

DING! Jeffrey steps out of the elevator and goes to Jean's door. It's slightly ajar.

JEFFREY HALLER
Jean?

He pushes the door open and enters the hotel room.

INT. JEAN'S HOTEL ROOM

The place is completely trashed, ransacked--the drawers have been pulled out of the dresser, the mattress is off the bed. There's no sign of Jean.

JEFFREY HALLER
Oh, shit! JEAN?

That's when he sees the mirror. On the large mirror over the dresser someone has written, in large, smudgy letters, "GREETINGS FROM SKINNER".

JEFFREY HALLER
Rekalde.

In the mirror, he sees one of the towtruck thugs emerge from behind the door. Jeffrey half-turns around before the thug clouts him in the head, knocking him unconscious.

EXT. MAIN STREET - EVENING

It's nearly sunset, and Main Street is lit up like the Vegas strip. A fair number of people have braved the dropping temperatures to be out tonight.

The moment the sun drops below the horizon we hear the loud SPLASH of a cymbal, followed by a TRUMPET FANFARE. All heads crane to look down the street. Suddenly, a streamer of bright red sparks rockets into the sky

above Main Street, WHISTLING as it climbs. The crowd OOOHs. The firework reaches the apex of its flight and EXPLODES with a BOOM, sending spinning tendrils of green and red sparks cascading to the ground. The crowd AAAHs.

Down the street, the head of the parade rounds a corner. It is led by a grinning, waving clown.

INT. OLD NORTH HOTEL, BASEMENT

Low ceiling, dirty walls--a Michigan basement. The room is empty but for two things: a single, exposed lightbulb, dangling from the ceiling; and Jean, unconscious in a chair, ankles and wrists duct-taped to its frame.

From OFFSCREEN we hear the faint sounds of the parade. Jean, hearing the noise, begins to stir. She slowly lifts her head and opens her eyes, squinting against the bulb's harsh light.

At the top of one of the walls is a small window, through which we can see people's feet and backs.

JEAN SPARSHOTT
(shouting)
Hey! Help me! I'm trapped down here! HEY!

EXT. STREET OUTSIDE HOTEL - NIGHT

The people outside are paying attention to the floats and clowns as the parade passes. Through the legs of the crowd we see a small, ground-level--

WINDOW

We can just see Jean through the window, shouting. We can't hear her at all.

INT. OLD NORTH HOTEL, BASEMENT

Jean's still shouting.

JEAN SPARSHOTT
HEEEYYYY! SOMEBODY!
(frustrated)
God DAMN IT!

INT. OLD NORTH HOTEL OFFICE

Sera and Sam are in a small room, sorting through clothes, jewelry, and other personal items.

JEAN SPARSHOTT (O.S.)
GODDAMN IT!

Sera looks up, smiling.

SERA BEADLE
Sounds like princess is awake.

EXT. OLD CITY HALL - NIGHT

The building is dark.

INT. OLD CITY HALL, BASEMENT

This dank room is a nest of strewn papers and tipped-over filing cabinets. One corner is stacked with discarded food cans, some dripping baked beans and other foods nasty material. A flight of stairs leads up.

Jeffrey is lying face-down on the floor, his left arm raised unnaturally above his head. He begins to stir, GROANING as he wakes. As he attempts to raise himself to a sitting position, he finds that his left wrist is handcuffed to the handle of a large metal filing cabinet, one of the few still standing. He yanks at the cuffs, but they don't give an inch.

DR. REKALDE (O.S.)
They really knew how to make a filing cabinet back then. Things are built like tanks.

Jeffrey turns toward Rekalde's voice, which seems to drift out of the shadows. There is the SCRATCH of a match being lit. A sulfurous flame flares to life, dimly lighting Rekalde's scarred face. He's still wearing the sunglasses and hat.

JEFFREY HALLER
Rekalde.

DR. REKALDE
Hello, Jeffrey. How's the head?

Rekalde uses the match to light a kerosene lamp. It illuminates the room enough for Jeffrey to get a look at his surroundings.

JEFFREY HALLER
So, this is it? The videotape. The postcard. All that, just to lock me to a filing cabinet in some nasty old basement?

DR. REKALDE
More or less.

JEFFREY HALLER
I don't understand.

DR. REKALDE
No, I don't suppose you do. Not that it matters. It'll all be over soon.

EXT. MAIN STREET - NIGHT

In the parade, a brass band is playing a Sousa-esque rendition of "Jingle Bells" at top volume.

Sammy, Alex, and Elliott are standing just behind the line of tourists, looking a bit disgusted by the whole display. Sammy is smoking.

SAMMY
This sucks. Let's go.

Sammy flicks his cigarette at a REDHEADED BOY watching the parade. It strikes him in the back, sending up fireflies of glowing ash. The three boys laugh.

REDHEADED BOY
Hey!

Sammy gives him the finger as they walk away.

INT. OLD CITY HALL, BASEMENT

Rekalde is drinking from the whiskey bottle. He holds it out toward Jeffrey.

DR. REKALDE
You sure you wouldn't...?

JEFFREY HALLER
No, thank you.

DR. REKALDE
Suit yourself. Anyhow, after you went chickenshit on me, I continued my studies in earnest, expanding my research along a more global

path. I've seen things you wouldn't believe.

JEFFREY HALLER
Like the Mentawai.

DR. REKALDE
Yes, like the Mentawai. I knew that one would get you going. But this place--fuck! Even I wasn't ready for the situation that existed here.

JEFFREY HALLER
What situation is that?

Dr. Rekalde gives Jeffrey an impatient look--"oh, come on."

JEFFREY HALLER
(after a pause)
The ghosts.

INT. OLD NORTH HOTEL, BASEMENT

Jean is straining against the tape that holds her to the chair. She's not making much progress. The door to the basement room opens and Sera sidles in.

JEAN SPARSHOTT
Look, I don't know what you're doing, but if you don't let me go right now I'm going--

Sera SMACKS Jean hard across her mouth. Jean's head whips to the side. When she turns back, there's a red mark the shape of Sera's hand on her cheek.

SERA BEADLE
You're going to do what, now?

Jean just looks at her, hate burning in her eyes.

SERA BEADLE
That's what I thought. See, you folks come into towns like this, and you think you own the place. Do you have any idea what it's like to have to live here? Hm? Well, you're about to find out. (Beat) You know, my mom died down here. At least, we assumed she did. Power went out, she came downstairs to get a flashlight, never came back up. Just ... disappeared. People had a way of doing that in Skinner back then. I was just a little kid when it started. I thought the devil lived in the basement. Pretty soon, though, we figured out what was going on. We made a deal

for. I may even go outside and watch the fireworks.

JEAN SPARSHOTT
Why are you doing this?

Sera walks over to the door. She puts a hand on the light switch.

SERA BEADLE
I could tell you that it's because I grew up without a mother in a town full of monsters, but the truth is I just enjoy it. Lights out.

She turns the light off and leaves.

INT. OLD CITY HALL, BASEMENT

Jeffrey and Rekalde.

DR. REKALDE
Ghosts? That's just what those kids call them. Little shitheels. You had a much more appropriate name for them when you were a child.

JEFFREY HALLER
(softly)
Die Nachtwächter.

DR. REKALDE
The Nightwatchers. Much better. Because, gosh,

they're certainly not ghosts. They're not vampires either. Definitely they're not aliens from outer space, abducting people from their beds in the middle of the night. And yet somehow they're like all of these mythical beings. Ever since you became an anthropologist, you've tried to trace those legends back to a single source. It turns out, they've been with you all along. Waiting ... and watching.

INT. OLD NORTH HOTEL, BASEMENT

Jean is bound to the chair in the dark. She has managed to

loosen the tape around her left wrist, but she's still a ways away from freeing herself.

JEAN SPARSHOTT
Come on ... come on.

Over her shoulder, we see a dark shape move in the shadows. Jean, concentrating on loosening the tape, doesn't notice.

INT. OLD CITY HALL, BASEMENT

Jeffrey and Rekalde.

DR. REKALDE

When I first found this place, I could tell it was something special. I expect you could, too, Jeffrey. But when the good citizens of Skinner decided that I was looking a little too closely at their operation, they beat the life out of me and tossed me down here, in the dark. As if I was some tourist they could rob and then dispose of. Imagine their surprise when I came back up. A bit worse for wear, I'll admit.

JEFFREY HALLER

I still don't see what my part in all of this is supposed to be.

DR. REKALDE

It's that connection you have to these things. That ability to see through the darkness. You see them ... and <u>they</u> see <u>you</u>. Everybody's got it a little, I think. You've just got it a little more. I'd say it runs in your family.

JEFFREY HALLER
No. That was just my imagination. I was just a child.

DR. REKALDE
What a wise child you were. Even then, you knew they wanted something from you. That they wanted to be stronger.

JEFFREY HALLER
I never knew what that was supposed to mean.

DR. REKALDE
Maybe not then. But you're a doctor of anthropology now, Jeffrey. Think of it in those terms. What happens when one group seeks to be stronger.

JEFFREY HALLER
(getting it now)
They move in on the other group's territory. Expand. Until--

DR. REKALDE
Uh-oh....

The flame of the lamp DIMS sharply, as though the air inside had run out.

EXT. MAIN STREET - NIGHT

The parade is progressing, with clowns dousing the crowd with water buckets full of confetti. Suddenly, all the lights on Main Street begin to FLICKER AND FADE. Tourists and paraders alike look up to see what's going on. Slowly the lights come up again, though not quite to their original brightness.

INT. OLD CITY HALL, BASEMENT

The lamp's flame gutters and nearly dies, then brightens again.

DR. REKALDE
False alarm. But I think it's starting.

JEFFREY HALLER
What's starting?

DR. REKALDE
The expansion.

INT. OLD NORTH HOTEL, BASEMENT

The tape is loose enough for Jean to twist her arm back and forth, further working at her bonds. She doesn't see the pair of SHINING EYES staring out of the shadows. She GROANS, pulling at the tape with all her strength. With a SNAP the tape splits and her left arm is free. At the same moment a SPECTRAL FIGURE

steps out of the gloom toward her, silver eyes shining like cold stars.

Jean SCREAMS and recoils, tipping the chair onto its side.

INT. HOTEL HALLWAY

Sera stands outside a door leading to the hotel basement. We hear Jean SCREAM from below. Sera smiles that wicked smile and walks away.

INT. OLD NORTH HOTEL, BASEMENT

Still SCREAMING, Jean claws at the rough floor with her free hand, pulling herself toward the door. The ghostly figure is now standing closer to her.

Jean drags herself, chair and all, almost to the door. She reaches for the knob, but it's too high up. Moving in an odd, halting manner, the spectral thing reaches down for Jean. It lifts her and the chair six feet off the ground.

Jean SCREAMS LOUDER. Her free hand flails toward the doorknob, but just misses it by an inch. Still reaching crazily, her hand finds the lightswitch and flips it ON.

The basement is filled with harsh light. The ghost creature emits a HIGH-PITCHED ANIMAL SQUEAL. Faster than the eye can trace it

vanishes, melting into the few shadows in the far corners of the basement.

Jean and the chair fall six feet. The old wood SPLINTERS under her as she hits the ground with a GRUNT, knocking the wind out of her. Jean writhes on the ground getting her breath back, pieces of broken chair still taped to her legs and right arm.

INT. OLD CITY HALL, BASEMENT

Jeffrey and Rekalde.

DR. REKALDE
You've seen how this expansion works, Jeffrey. They'll move in on our territory. Change it 'round to suit themselves. The Nazis called it Lebensraum--room to live.

JEFFREY HALLER
And what will they change it into?

DR. REKALDE
Something very different, I would imagine. Although I try not to think about it.

Jeffrey begins pulling desperately at the handcuffs. This time, the old filing cabinet actually seems to give a little.

DR. REKALDE
Please....

There is a distinctive CLICK of a hammer being cocked. Jeffrey looks at Rekalde, who is pointing a small pistol at him.

JEFFREY HALLER
You'd really kill me?

DR. REKALDE
No, I believe you have to be alive for this to work. But I'm sure I could do enough damage to leave you incapacitated until you've served your purpose. I only have to save one bullet.

JEFFREY HALLER
Christ, what happened to you? You had a brilliant mind. Now you're just this twisted freak.

DR. REKALDE
I died, Jeffrey.

JEFFREY HALLER
What?

DR. REKALDE
My body couldn't withstand the beating I'd been given by those small-town thugs.

But before I slipped away, the others came. And they saw something in my head. You know what it was? You. They wanted me to bring you to them, and they brought me back to do just that. That's what they're capable of--that and worse. Of course, I was pretty far gone by the time they got to me, so they put me back together the best they could.

Rekalde steps close to the lamplight and removes his hat and sunglasses. His face is horribly scarred, the skin pocked and droopy, the nose flattened, half his hair torn from his scalp. And while his right eye looks fairly normal, his left eye is sagging and misshapen, the color mismatched from his right. Jeffrey recoils in horror.

DR. REKALDE
All so they could use me as their fucking errand boy. But now that I've delivered you, my errand-boy days are through. I can finally die. And I can't wait to be dead.

Rekalde turns his back to Jeffrey and begins walking away.

JEFFREY HALLER
Dr. Rekalde, you can't do this.

DR. REKALDE
I don't have any choice. Neither do you. They know who you are now. (Beat) I left you the light. It should be some comfort while it lasts.

JEFFREY HALLER
Rekalde!

DR. REKALDE
Goodbye, Jeffrey.

Rekalde ascends the stairs, out of sight.

JEFFREY HALLER
REKALDE!

Jeffrey looks at the kerosene lamp that Rekalde left him and sees that its flame is growing weaker. We hear the INSANE CHATTERING, soft but rising. Jeffrey looks around him, his eyes wide with panic.

JEFFREY HALLER
(rapidly)
Two times two is four ...
two times three is six ...
two times four is eight....

INT. HOTEL HALLWAY

Sera is walking down the hall holding a stack of neatly folded clothes. She's humming "It's Beginning to Look A Lot Like Christmas." She opens the door to the basement and turns on a light. The light flickers weakly for a few seconds before glowing steadily.

SERA BEADLE
Fucking place is falling apart.

She heads down the stairs.

INT. OLD NORTH HOTEL, BASEMENT

Sera descends into a large, open room being used as a storage area for stolen goods. One corner is piled with varieties of luggage; many of the suitcases hang open, empty. The walls are lined with folding tables stacked with goods, with sheets of paper taped to them to organize the loot: "Clothes--Women's," "Clothes--Men's," "Shoes & Boots--Kids," "Drugs," "Keys."

Sera takes the clothes over to one of the tables. As she sets them down, she notices something out of the corner of her eye: a door in the corner of the room is ajar, and through it we see a single, exposed light bulb and broken bits of wooden chair. Sera steps over to the door and peers in.

SERA BEADLE
(singsong)
Oh, princess?

No answer.

SERA BEADLE
Hm.

Sera turns back to the larger room and there's--

JEAN

Before Sera can react Jean hauls off and clocks her across the face, hitting her with the length of broken chair still taped to her right arm. Sera goes down--hard.

JEAN SPARSHOTT
There's your lights out, bitch.

She heads up the stairs.

INT. OLD CITY HALL, BASEMENT

Jeffrey is sitting on the floor, rocking. The CHATTERING is louder, closer.

JEFFREY HALLER
Thirteen times six is seventy-eight ... thirteen times seven is ninety-one....

INT. OLD CITY HALL

Rekalde sits at the old desk, his back to the CAMERA. At his left hand is the bottle of Wild Turkey, now nearly empty; at his right, the pistol. A small candle on the edge of the desk is the only source of illumination in the room. He unscrews the cap of the whiskey bottle and drains it. He straightens his back, adjusts his fedora, and places the gun against his temple.

INT. OLD CITY HALL, BASEMENT

Jeffrey, and the CHATTERING.

JEFFREY HALLER
Fifteen times ten is one hundred fifty ... fifteen times eleven is--

From OFFSCREEN we hear the gun fire--BANG! Jeffrey's head snaps toward the sound. The CHATTERING SUBSIDES.

INT. OLD CITY HALL

CLOSE ON CANDLE: Rekalde's hands falls to the desk and the gun slips out of his dead fingers, knocking the candle to the floor where it goes out.

INT. OLD CITY HALL, BASEMENT

Jeffrey is looking around him, into the shadows

that fill the room. The lamp flame suddenly becomes weaker. The CHATTERING RISES.

JEFFREY HALLER
Fuck this.

Jeffrey hauls at the handcuffs with all his strength. The old filing cabinet starts to tilt. GROANING with the effort, Jeffrey puts his weight into it. The cabinet leans ... leans ... and finally tips over, hitting the ground with a CRASH. He stands on the filing cabinet, using his feet as leverage, trying to yank the drawer he's locked to out of the cabinet. The lamp flame is a thin yellow worm that flickers unhealthily. The CHATTERING is very loud.

JEFFREY HALLER
(giving up in frustration)
Dammit!

He looks around for something, anything to help him out, and that's when he spots it: across the room, stuck in the lock of another filing cabinet, is a key.

Jeffrey begins dragging the heavy filing cabinet across the room, toward the key.

EXT. MAIN STREET - NIGHT

The parade is just about done--the float featuring Santa Claus is trundling slowly down

Main Street. The people lining the sidewalks are paying more attention to the streetlights, which are FLICKERING and POPPING. At once, they all fade out, leaving the street dark. The parade stops in its tracks.

INT. WINCOTT LIVING ROOM

Elmer is sitting in an overstuffed chair, a shotgun laid across his lap. On the table next to his chair is a framed photograph of him and Ruth when they were younger. An old LES PAUL AND MARY FORD SONG plays on the turntable.

The lights flicker once, then go out. The SONG SLOWS AND GRINDS TO A STOP.

INT. OLD NORTH HOTEL, OFFICE

Sam is counting a stack of money. The lights begin to go dim.

INT. OLD NORTH HOTEL, BATHROOM

Sera is looking in the mirror, examining the cut on her forehead left by Jean's attack. The lights FLICKER, POP, and go out.

SERA BEADLE
That's just perfect.

EXT. MAIN STREET - NIGHT

The paraders and tourists look at each other,

unsure what to do about this sudden blackout. In the midst of the crowd are Rose and the mayor.

MAYOR
What's happening?

ROSE PERTINEN
I think the party's over.

Almost in response, there is a SCREAM from one of the tourists. All heads turn toward the sound. In the deep shadows along the street we see hundreds of SHINING EYES. SPECTRAL FIGURES begin shambling out of the shadows.

EXT. ALLEY - NIGHT

Sammy, Alex, and Elliott are sitting on the tops of garbage cans and stacked wooden crates. They're all smoking cigarettes now, their faces intermittently appearing in the orange glow of the cigarette ash whenever one of them takes a drag. From OFFSCREEN we hear SCREAMS.

ALEX
What do you think's goin on?

SAMMY
How the fuck should I know,
ya nimrod?

He takes a drag off his cigarette. As the ash reaches the point of its brightest glow it suddenly fades and goes out.

SAMMY

Ah, shit.

(to Alex)

Gimme a light from yours.

ALEX

Mine went out, too.

ELLIOTT

So did mine.

SAMMY

Gimme a pack of matches.

Hurry up.

Elliott hurriedly digs in his pocket and produces a pack of matches, which he tosses to Sammy. Sammy strikes one. It FLARES for a second, illuminating the boys' faces, then dies.

SAMMY

Shit.

He strikes another. It, too, lights for only a moment before dying. He does this over and over again: each time, the match glows for a moment, turning the boys' faces orange, then goes out.

The CAMERA PANS behind the boys. With each match, the faces of THREE SPECTRAL FIGURES appear in the darkness.

INT. WINCOTT HOME, BASEMENT

Elmer enters the Michigan basement from outside, leaving the door open, a flashlight shining in his hand. He navigates around the clutter of boxes and tools to get to an old fusebox.

As he inspects the fuses, the light from the flashlight FLICKERS AND DIES.

ELMER WINCOTT
Goddammit.

RUTH WINCOTT (O.S.)
(in a dead, emotionless voice)
I got a cherry pie for dessert.

Elmer freezes.

RUTH WINCOTT
(same dead voice)
I got a cherry pie for dessert.

He looks around, his eyes adjusting to the darkness. Perfectly silhouetted against the open door is--

RUTH

--her face nothing but shadows.

ELMER WINCOTT
Ruthie ... I'm so sorry.

RUTH WINCOTT
It's all right, Elmer. They don't always kill you. Not all the way, at least.

The darkness around them fills with SHINING EYES.

INT. OLD CITY HALL, BASEMENT

The flame of the lamp has now become so weak that we can barely see the layout of the basement any longer. The CHATTERING, however, sounds like a cacophony.

Jeffrey has managed to get the filing cabinet to the other side of the room where the key is. He grabs the key and slips it into the drawer lock. It won't go in.

JEFFREY HALLER
Son of a bitch.

He tries turning the key upside-down. Now it slides in smoothly. He unlocks the drawer and yanks it all the way out of the cabinet, dumping old papers all over the floor.

Across the room, the lamp's flame dies, leaving only a glowing ember.

JEFFREY HALLER
Shit!

Jeffrey leaps toward the lamp, taking the file drawer with him. With his free hand he fumbles through his pockets until he locates his cigarette lighter. He strikes the flint, producing a small flame, and uses it to relight the kerosene lamp.

As the light from the lamp brightens, Jeffrey gasps. He is surrounded by SPECTRAL FIGURES. Jeffrey can barely move.

JEFFREY HALLER
Two times two is four ...
two times two is four ...
two times two is four ...

The circle of ghostly creatures shrinks--Jeffrey is trapped. The lamp shakes in his trembling hand.

JEFFREY HALLER
... two times two is four
... two times two is four
...

A spectral figure reaches toward Jeffrey. His eyes grow wide, fixed on the pale creature. He drops the kerosene lamp, which shatters on the floor, splashing flaming oil everywhere. The nest of old file papers catches fire instantly.

With a HISS, the creatures shrink away from the flames. Seeing their reaction, Jeffrey picks up some of the burning paper and waves it in their direction. They back away, the CHATTERING RISING IN FURY. The fire is spreading fast. Holding a makeshift torch of papers in front of him, Jeffrey goes to the nearest filing cabinet. He opens the drawers and throws more paper into what is becoming a bonfire. Flames are now crawling up the walls.

Jeffrey sidesteps toward the stairs. The creatures are gone now, vanished, though that ENRAGED CHATTERING fills the room.

INT. OLD CITY HALL

Jeffrey enters from the stairway, the cabinet drawer still chained to his wrist. The room is already filled with smoke from the fire downstairs, and flames are licking through the holes in the floor. Jeffrey stops when he sees Rekalde's body draped over the desk, arms spread like a doll's. The gun is near his right hand.

Jeffrey picks up the gun and puts the barrel against the handcuff chain. He fires. No luck. He fires again. On the third try the chain snaps and the drawer falls to the floor.

EXT. MAIN STREET - NIGHT

Jean is running up Main Street, looking for any sign of Jeffrey. Further up the street

she sees the fire burning inside the windows of Old City Hall.

INT. OLD CITY HALL, BASEMENT

The fire is quickly gutting the building. Support beams hang burning from the ceiling.

INT. OLD CITY HALL

Jean enters. The building is full of thick, choking smoke.

JEAN SPARSHOTT
Jeffrey! Jeffrey!

JEFFREY HALLER (O.S.)
Jean?

She looks around, trying to follow Jeffrey's voice.

JEAN SPARSHOTT
Where are you?

JEFFREY HALLER
Over here!

Jean traces the sound to where Jeffrey is. He's a little dazed--a combination of the smoke and the events in the basement. Jean puts his arm around her to support him.

JEAN SPARSHOTT
Jesus, Jeffrey, what's going on?

JEFFREY HALLER
Let's just get out of here.

INT. ROSE PERTINEN'S OFFICE

By candlelight, Rose and the mayor are hurriedly throwing papers and other items into a few cardboard boxes. The office door is thrown open, and Sam and Sera burst in.

SERA BEADLE
What the hell is going on?

ROSE PERTINEN
The shit is hitting the fan.

SERA BEADLE
So, what? You're just packing up and leaving?

ROSE PERTINEN
You got it.

SAM BEADLE
Then we're going with you.

SERA BEADLE
(to Sam)
Daddy, I don't think--

SAM BEADLE
MOVE!

EXT. SKINNER STREET - NIGHT

Jean and Jeffrey run, Jeffrey still leaning on Jean for support.

JEAN SPARSHOTT
Come on, come on, just a little farther. The car's right over--

They turn a corner stop short. Their car is hooked to the back of the old towtruck, front end four feet off the ground. The towtruck's doors are open.

JEFFREY HALLER
Oh, shit.

They walk carefully toward the connected vehicles. As they get closer they hear a MUFFLED SOUND like someone trying to speak through a gag. They get a little closer. Next to the towtruck, where the street meets the curb, is a grated sewer opening. A pair of legs, ending in thick work boots, is being pulled slowly into the sewer through the grating. We can only imagine how the upper body was forced between the bars. From inside we hear that MUFFLED SOUND. As the legs disappear into the sewer the boots get stuck. With a jerk they pop off and fall to the ground, the feet slipping soundlessly into the shadows.

Jean leans Jeffrey against the side of the towtruck and examines the hooks that connect it to the car.

JEAN SPARSHOTT
Goddammit! How the hell do you detach this thing?

She runs to the towtruck cab and looks at the variety of knobs and handles, not knowing what does what. She notices that they keys are in the ignition. A look of determination crosses her face.

EXT. SKINNER STREET - NIGHT

An old station wagon, the kind with the fake wood sides, is going way too fast.

INT. STATION WAGON

Rose Pertinen is driving, the mayor in the passenger seat, Sera and Sam in the back seat. The rear of the station wagon is piled with boxes.

EXT. SKINNER STREET - NIGHT

The station wagon approaches the road leading out of town. Before it gets there, the old towtruck SCREECHES around the corner, cutting the station wagon off.

INT. TOWTRUCK

Jean driving, Jeffrey in the passenger seat looking ready to pass out.

EXT. SKINNER STREET - NIGHT

There is a loud SNAP as the tow cable comes loose, releasing Jeffrey's car directly in the station wagon's path.

INT. STATION WAGON

Rose turns the wheel hard and jams the brakes.

MAYOR
Jesus Christ!

EXT. SKINNER STREET - NIGHT

The station wagon almost gets past the loose car. Almost. It CRUNCHES into the car's front corner, creasing the driver's door, and skids off the road. When it comes to a stop, the station wagon is on its side in the ditch.

INT. STATION WAGON

Rose's forehead is bloody. Sam is MOANING. The mayor is unconscious.

SERA BEADLE
Nice going, Rose.

Through the cracked windshield, we see a pair of SHINING EYES appear in the woods. Then another.

ROSE PERTINEN
Oh, no.

The gruesome clown face of one of the SPECTRAL FIGURES appears just outside her window. Rose SCREAMS.

EXT. RURAL HIGHWAY - NIGHT

Farther down the road, we hear Rose's SCREAM echo and die.

INT. TOWTRUCK

Jean looks like she's driving on prayer alone, swerving, barely keeping on the road. Suddenly the towtruck emerges from the winding forest road. Through the windshield we see a car speeding toward the truck.

EXT. RURAL HIGHWAY - NIGHT

Jean stomps on the brake. The truck skids, the oncoming car swerves, just barely missing them. The other driver HONKS and drives away.

Then everything is quiet.

INT. TOWTRUCK

Jean is finally able to catch her breath.

JEAN SPARSHOTT
We did it, Jeffrey. We got away.

She looks over at Jeffrey. He GROANS in response, now nearly unconscious.

JEAN SPARSHOTT
We got away.

EXT. RURAL HIGHWAY - NIGHT

The towtruck drives away, leaving Skinner behind.

INT. OLD CITY HALL

All around, the fire is eating away at the building. Rekalde's body is face-down on the desk, arms splayed. One of his hands begins to twitch. He sucks in a long breath of air, like a diver who's finally breaking the surface. He lets the breath out in a ragged sob. He lifts his head off the desk, revealing a bullet hole in his right temple. When he speaks, his voice is full of pain and anguish.

DR. REKALDE
Oh god ... not again.

DISSOLVE TO:

TITLE CARD: ONE YEAR LATER

INT. APARTMENT HALLWAY

Two men, the APARTMENT SUPERINTENDENT and the LANDLORD, walk together.

LANDLORD
I don't like having to resort to these kind of tactics, but I think I've been more than patient.

SUPERINTENDENT
More than patient, yes sir.

They walk up to the door to Jeffrey and Jean's apartment.

LANDLORD
This the one?

SUPERINTENDENT
Yep.

The landlord looks at the door uncomfortably, then looks hopefully at the super. The super sighs and KNOCKS TWICE on the door.

SUPERINTENDENT
Hello? Anyone home?

No response from inside.

LANDLORD
I guess we'd better go in.

The super finds a key on a large keyring and unlocks the door.

INT. JEFFREY & JEAN'S APARTMENT

The door opens, pushing aside a mound of mail that has piled up under the slot. The two men step over the pile gingerly.

SUPERINTENDENT
(calling out)
Hello?

LANDLORD
(calling out)
It's the landlord.

Still no answer. The men enter the main living space.

SUPERINTENDENT
There ya go.

The place is a mess. The contents of shelves are spilled onto the floor. Drawers have been flung open and emptied. The plants are brown and dead. It looks like somebody abandoned the apartment in a big hurry.

The landlord looks around the place in horror at its condition. The superintendent wanders over to the kitchen and opens the fridge.

SUPERINTENDENT
Woo-HOO!
(closing the fridge)
You don't want to look in there. How far behind their rent you say these people are?

LANDLORD
Three months.

SUPERINTENDENT
Looks like they left some pretty good stuff behind. What are you going to do with it? Just toss it out?

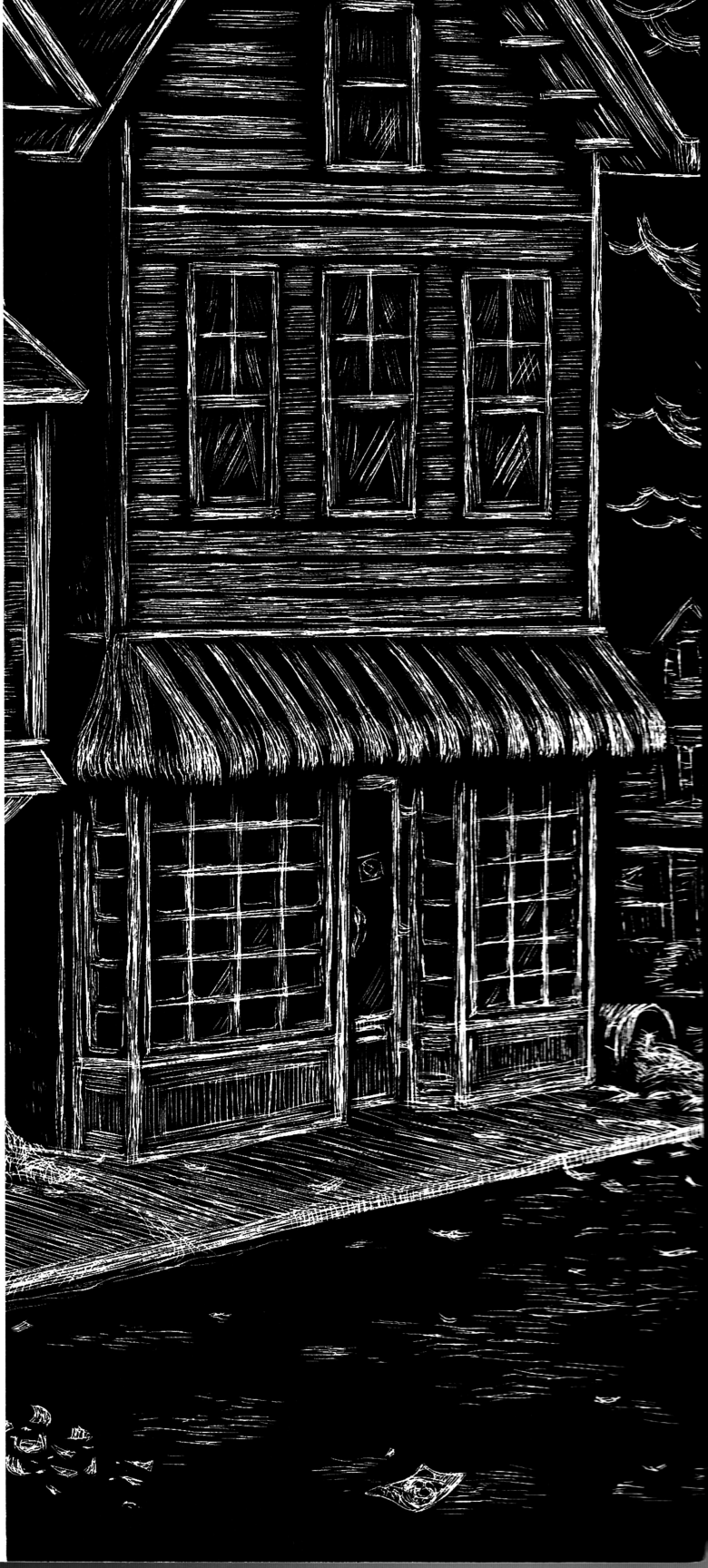
LANDLORD
I guess so.

SUPERINTENDENT
So, then, you don't mind if I take some of it, right?

LANDLORD
(somewhere between disgusted and exasperated)
Sure. Why not?

The super starts inspecting the place with an appraising eye. The landlord just looks pissed.

LANDLORD
They're <u>not</u> getting their deposit back, I can tell you that.

He walks out in a huff, stepping over the pile of mail as he goes. It's all postcards, nearly one hundred of them, all depicting variations of the American Main Street, seemingly frozen in the 50s, each with the words "Greetings From Mirocaw!" emblazoned in happy yellow letters.

FADE TO BLACK.